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and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re :
 : **Chapter 11 Case No.**
FOOTSTAR, INC., et al.,¹ : **04-_____ (____)**
 :
 : **(Jointly Administered)**
Debtors. :
----- X

**MOTION OF THE DEBTORS PURSUANT TO
RULE 1015(b) OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

TO THE HONORABLE ADLAI S. HARDIN,
UNITED STATES BANKRUPTCY JUDGE:

Footstar, Inc. ("Footstar") and certain of its direct and indirect
subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"),
respectfully represent:

Background

1. On the date hereof (the "Commencement Date"), the Debtors
commenced cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy

¹ Because there are thousands of affiliated debtors seeking the relief requested herein, the caption for each case has not been listed. Annexed hereto as Exhibit A is a list, by debtor and case number, of each entity requesting the relief sought herein.

Code”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

Footstar’s Businesses

2. Footstar, together with approximately 2,524 direct and indirect subsidiaries (collectively, the “Company”), is one of the largest footwear retailers in the United States whose operations are comprised of two distinct business segments: (i) the discount and family footwear segment (“Meldisco”); and (ii) the athletic footwear and apparel segment (“Athletic”). Meldisco sells family footwear through licensed footwear departments at mass merchandisers and stand alone retail stores, such as Kmart Corporation (“Kmart”) stores, and through wholesale arrangements. Athletic sells athletic footwear and apparel through various retail chains, the Internet, and customer service centers. A more detailed explanation of the Company’s background and operations can be found in the Affidavit of Dale W. Hilpert Pursuant to Local Bankruptcy Rule 1007-2 filed contemporaneously herewith.

Meldisco.

3. Meldisco has operated licensed footwear departments in discount chains since 1961, and is the only major operator of licensed footwear departments in the United States today. As of January 31, 2004, Meldisco operated licensed footwear departments in 1,511 Kmart stores, 863 Rite Aid Corporation (“Rite Aid”) stores, 42 Gordmans, Inc. stores, and licensed children’s footwear departments in 88 stores operated by subsidiaries of Federated Department Stores, Inc. Meldisco also operates a stand-

alone retail chain, Shoe Zone, and supplies certain retail stores, such as Wal-Mart Stores, Inc. stores and Rite Aid Corporation stores, with family footwear on a wholesale basis.

Athletic.

4. Athletic specializes in the sale of branded athletic footwear, apparel and accessories. Athletic uses its three retail chains, Footaction, Just For Feet, and Uprise, to conduct retail sales. Each of the retail chains in Athletic sells footwear and apparel from all of the major brand-name merchandisers. Athletic's Consumer Direct operations conduct sales through the Internet and customer service centers to support the Footaction and Just For Feet retail chains.

Financial Performance.

5. For the year ended December 31, 2003, the Debtors' recorded revenue of more than \$1.9 billion.² As of January 3, 2004, the Debtors' books and records reflected liabilities totaling approximately \$614 million. As of the Commencement Date, the Debtors have approximately 14,080 employees including approximately 5,800 at Meldisco, 5,500 at Footaction and 2,700 at Just For Feet. Meldisco had approximately 2,380 full-time and 3,500 part-time employees, Footaction had approximately 1,200 full-time and 4,300 part-time employees and Just For Feet had approximately 800 full-time and 1,900 part-time employees.

² The amounts in this paragraph are unaudited and stated on a consolidated basis. The Debtors have announced their intention to restate their financial statements for 2002 and 2003.

Jurisdiction

6. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

7. By this Motion, the Debtors seek entry of an order directing joint administration of these cases for procedural purposes only, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

**Ample Cause Exists to Warrant
Joint Administration of These Cases**

8. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order joint administration of the estates.” The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

9. Annexed hereto as Exhibit A is a list of each affiliated Debtor, by case number, seeking to be jointly administered. Because there are in excess of 2500 cases commenced by the Debtors, entry of an order directing joint administration is imperative in these cases. Joint administration will avoid the need for thousands of notices, applications, and orders, thereby saving the Debtors from time and expense that would be otherwise be far too burdensome on the Debtors’ estates. The rights of creditors will not be adversely affected as this Motion requests only administrative, and not substantive, consolidation of the estates. In fact, the rights of all creditors will be enhanced by the reduced costs that will result from the joint administration of these cases.

Moreover, each creditor may still file its claim against a particular estate. The Court also will be relieved of the burden of entering duplicative orders and maintaining redundant files in thousands of cases. Finally, joint administration will simplify supervision of the administrative aspects of these chapter 11 cases by the United States Trustee for the Southern District of New York (the “U.S. Trustee”) — a task that would pose significant management challenges absent joint administration.

10. Accordingly, the Debtors respectfully request that the caption of their cases be modified to reflect the joint administration of these chapter 11 cases, as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	
	:	Chapter 11 Case No.
FOOTSTAR, INC., et al.,	:	04-_____ (____)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	X	

11. The Debtors also seek the Court’s direction that a notation substantially similar to the following notation be entered on the docket of each of the Debtors’ cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Footstar, Inc. and its direct and indirect debtor subsidiaries. The docket in Chapter 11 Case No. 04- _____ () should be consulted for all matters affecting this case.

12. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee Operating Guidelines on a consolidated basis if the Debtors determine, after consultation with the U.S. Trustee, that consolidated reports

would further administrative economy and efficiency without prejudice to any party in interest and that the reports would accurately reflect the Debtors' consolidated business operations and financial affairs.

Waiver of Memorandum of Law

13. This Motion includes citations to the applicable authorities and does not raise any novel issues of law. Accordingly, the Debtors respectfully request that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

Notice

14. No trustee, examiner, or creditors' committee has been appointed in the Debtors' chapter 11 cases. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of New York and (ii) the attorneys for the agent for the Debtors' prepetition and postpetition lenders. The Debtors have also served, by facsimile, a notice of hearing of this Motion on the holders of the twenty (20) largest unsecured claims against the Debtors (on a consolidated basis).

15. No previous request for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order granting the relief requested and such other or further relief as is just.

Dated: New York, New York
March 2, 2004

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EXHIBIT A

Case No.	Debtor
	Footstar, Inc.
	Footstar Corporation
	Apache-Minnesota Thom Mean, Inc.
	ATHLETIC ATTIC OF TEXAS, INC.
	Athletic Center, Inc.
	Feet Center, Inc.
	Feet of Colorado, Inc.
	Footaction Center, Inc.
	Footstar Center, Inc.
	FWS I, INC.
	FWS II, INC.
	LFD I, INC.
	LFD II, INC.
	Mall of America Fan Club, Inc.
	Meldisco H.C., Inc.
	Miles Shoes Meldisco Lakewood, Colorado, Inc.
	SHOE ZONE CENTER, INC.
	STELLAR WHOLESALING, INC.
	Nevada Feet, Inc.
	ATOCHA FOOTACTION, INC., DBA SHOE ZONE #8410
	BELLAIRE GESSNER SHOE ZONE, INC.
	BENITEZ FOOTACTION, INC., DBA SHOE ZONE #8411
	FONT MARTELO FOOTACTION, INC., DBA SHOE ZONE #8409
	HAVENSIGHT FOOTACTION, INC., DBA SHOE ZONE #8476
	KLECKLEY AVENUE SHOE ZONE, INC.
	LFD Operating, Inc.
	LFD Today, Inc.
	MELDISCO - MCE 2 SMITH HAVEN MALL, NY., INC.
	MELDISCO - BM 1601 THIRD AVENUE, WA., INC.
	MELDISCO - BM 18700 ALDERWOOD BLVD., WA., INC.
	MELDISCO - BM 2525 MAIN STREET, WA., INC.
	MELDISCO - BM 400 BELLEVUE SQUARE, WA., INC.
	MELDISCO - BM 400 COLUMBIA CENTER, WA., INC.
	MELDISCO - BM 401 NORTH EAST NORTHGATE WAY, WA., INC.
	MELDISCO - BM 4502 SOUTH STEELE #700, WA., INC.
	MELDISCO - BM 500 SOUTHCENTER MALL, WA., INC.
	MELDISCO - BUR 1245 NW 107TH AVE., FL., INC.
	MELDISCO - BUR 1777 WEST 49TH ST., FL., INC.
	MELDISCO - BUR 4125 CLEVELAND AVE., FL., INC.
	MELDISCO - BUR 7303 DADELAND MALL, FL., INC.
	MELDISCO - BUR 9129 WEST ATLANTIC BLVD., FL., INC.
	MELDISCO - GORD 10001 E. 71ST ST., SOUTH, OK., INC.
	MELDISCO - GORD 10001 GRANT ST., CO., INC.
	MELDISCO - GORD 10755 WEST COLFAX AVE., CO., INC.
	MELDISCO - GORD 1111 ALLEN DR., NE., INC.
	MELDISCO - GORD 1200 S.E. ARMY POST RD., IA., INC.
	MELDISCO - GORD 12000 ST. CHARLES ROCK RD., MO., INC.
	MELDISCO - GORD 13500 A EAST 40 HWY, MO., INC.
	MELDISCO - GORD 1355 S. 5TH ST., MO., INC.
	MELDISCO - GORD 1400 WEST 22ND, IA., INC.
	MELDISCO - GORD 14400 E. ALAMEDA AVENUE, CO., INC.
	MELDISCO - GORD 15892 MANCHESTER RD., MO., INC.
	MELDISCO - GORD 17202 LAKESIDE HILLS PLAZA, NE., INC.
	MELDISCO - GORD 1800 N. 16TH ST., IA., INC.
	MELDISCO - GORD 1887 SOUTH YALE, OK., INC.
	MELDISCO - GORD 1901 N. MARKET ST., IL., INC.
	MELDISCO - GORD 200 CROSSROADS CENTER, IA., INC.
	MELDISCO - GORD 207 N.E. ENGLEWOOD RD., MO., INC.
	MELDISCO - GORD 2201 WEST MEMORIAL RD., OK., INC.
	MELDISCO - GORD 2500 TRANSIT AVE., IA., INC.
	MELDISCO - GORD 2590 HUBBELL AVE., IA., INC.
	MELDISCO - GORD 3000 NW 59TH ST., OK., INC.
	MELDISCO - GORD 3231 SOUTH VETERAN'S PARK, IL., INC.
	MELDISCO - GORD 3245 TOPEKA BLVD., KS., INC.
	MELDISCO - GORD 3303 S. CAMPBELL AVE., MO., INC.
	MELDISCO - GORD 3501 32ND AVE. S., ND., INC.
	MELDISCO - GORD 3728 EAST CALUMET, WI., INC.
	MELDISCO - GORD 3860 ELMORE AVE., IA., INC.
	MELDISCO - GORD 4001 S. LOUISE AVE., SD., INC.
	MELDISCO - GORD 4401 27TH ST., IL., INC.
	MELDISCO - GORD 4600 VINE ST., NE., INC.
	MELDISCO - GORD 4731 WEST LAWRENCE, WI., INC.

Case No.	Debtor
	MELDISCO - GORD 5100 14TH AVE. SW, ND., INC.
	MELDISCO - GORD 5808 N. 90TH ST., NE., INC.
	MELDISCO - GORD 6451 QUIVIRA RD., KS., INC.
	MELDISCO - GORD 7011 WEST CENTRAL #300, KS., INC.
	MELDISCO - GORD 7500 E. KELLOGG, KS., INC.
	MELDISCO - GORD 81 LUDWIG DR., IL., INC.
	MELDISCO - GORD 8100 S. 84TH ST., NE., INC.
	MELDISCO - GORD 850 E. 23RD ST., NE., INC.
	MELDISCO - GORD 8760 BLUE RIDGE BLVD., MO., INC.
	MELDISCO - GORD 901 FORT CROOK RD., NE., INC.
	MELDISCO - GORD 930 S. BURLINGTON, NE., INC.
	MELDISCO - GORD 9350 SHERIDAN BLVD., CO., INC.
	MELDISCO - GORD 9650 QUIVIRA, KS., INC.
	MELDISCO - MCE 100 MAIN ST., NY., INC.
	MELDISCO - MCE 100 PARAMUS PARK, NJ., INC.
	MELDISCO - MCE 100 ROUTE 46, NJ., INC.
	MELDISCO - MCE 112 EISENHOWER PARKWAY, NJ., INC.
	MELDISCO - MCE 1201 HOOPER AVENUE, NJ., INC.
	MELDISCO - MCE 151 WEST 34TH ST., NY., INC.
	MELDISCO - MCE 200 COLONIE CENTER, NY., INC.
	MELDISCO - MCE 300 LEHIGH VALLEY MALL, PA., INC.
	MELDISCO - MCE 3710 HIGHWAY 9 SOUTH, NJ., INC.
	MELDISCO - MCE 40 MALL DRIVE EAST, NJ., INC.
	MELDISCO - MCE 400 COMMONS WAY, NJ., INC.
	MELDISCO - MCE 420 FULTON ST., NY., INC.
	MELDISCO - MCE 4298 MILLENIA BLVD., FL., INC.
	MELDISCO - MCE 4401 BLACK HORSE PIKE, NJ., INC.
	MELDISCO - MCE 450 WASHINGTON ST., MA., INC.
	MELDISCO - MCE 500 GARDEN STATE PLAZA, NJ., INC.
	MELDISCO - MCE 5400 AVENUE U, NY., INC.
	MELDISCO - MCE 630 OLD COUNTRY RD., NY., INC.
	MELDISCO - MCE 7 BACKUS AVENUE, CT., INC.
	MELDISCO - MCE 90-01 QUEENS BLVD., NY., INC.
	MELDISCO - MCE BALTIMORE PIKE & SPROUL RD., PA., INC.
	MELDISCO - MCE GREEN ACRES MALL, NY., INC.
	MELDISCO - MCE MONMOUTH MALL, NJ., INC.
	MELDISCO - MCE NORTH SHORE MALL ROUTE 114, MA., INC.
	MELDISCO - MCE ROCKAWAY TOWN SQUARE MALL, NJ., INC.
	MELDISCO - MCE ROUTE 38 & HADDONFIELD RD., NJ., INC.
	MELDISCO - MCE ROUTE 59 NANUET MALL, NY., INC.
	MELDISCO - MCE WALT WHITMAN MALL, NY., INC.
	MELDISCO - MCW 100 DEL MONTE CENTER, CA., INC.
	MELDISCO - MCW 1300 STONERIDGE MALL RD., CA., INC.
	MELDISCO - MCW 13375 NOEL RD., TX., INC.
	MELDISCO - MCW 14000 RIVERSIDE DR., CA., INC.
	MELDISCO - MCW 1450 ALA MOANA BLVD., NY., INC.
	MELDISCO - MCW 170 O'FARRELL ST., CA., INC.
	MELDISCO - MCW 200 EAST CYPRESS AVENUE, CA., INC.
	MELDISCO - MCW 200 WESTMINSTER MALL, CA., INC.
	MELDISCO - MCW 21600 HAWTHORNE BLVD., CA., INC.
	MELDISCO - MCW 275 KAAHUMANU AVE., HI., INC.
	MELDISCO - MCW 2801 STEVENS CREEK BLVD., CA., INC.
	MELDISCO - MCW 300 STANFORD MALL, CA., INC.
	MELDISCO - MCW 301 HILLSDALE MALL, CA., INC.
	MELDISCO - MCW 3251 20TH AVENUE, CA., INC.
	MELDISCO - MCW 3333 SOUTH BRISTOL ST., CA., INC.
	MELDISCO - MCW 341 SUN VALLEY MALL, CA., INC.
	MELDISCO - MCW 4000 SOUTH WEST COURT, MN., INC.
	MELDISCO - MCW 414 K ST., CA., INC.
	MELDISCO - MCW 4888 NORTH FRESNO ST., CA., INC.
	MELDISCO - MCW 500 VINTAGE FAIRE, CA., INC.
	MELDISCO - MCW 5100 MEADOWOOD MALL, NV., INC.
	MELDISCO - MCW 555 BROADWAY AVENUE, CA., INC.
	MELDISCO - MCW 6000 SUNRISE BLVD., CA., INC.
	MELDISCO - MCW 7014 EAST CAMELBACK RD., AZ., INC.
	MELDISCO - MCW 750 WEST 7TH STREET, LOS ANGELES, CA 90017
	MELDISCO - MCW 98-205 KAONOHU ST., NY., INC.
	MELDISCO - RA 11801 NORTH SAGINAW ST., MI., INC.
	MELDISCO - RA 2022 EAST SPRING ST., IN., INC.
	MELDISCO - RA 7211 Elk Grove Blvd., CA., Inc.
	MELDISCO - RLG 100 SOUTH HILLS VILLAGE, PA., INC.
	MELDISCO - RLG 11356 HAYNES BRIDGE RD., GA., INC.

Case No.	Debtor
	MELDISCO - RLG 1300 CUMBERLAND MALL, GA., INC.
	MELDISCO - RLG 1300 EAST SHELBY, TN., INC.
	MELDISCO - RLG 1500 SOUTHLAKE MALL, GA., INC.
	MELDISCO - RLG 2100 PLEASANT HILL RD., GA., INC.
	MELDISCO - RLG 2840 N. GERMANTOWN PKWY., TN., INC.
	MELDISCO - RLG 3301 NICHOLASVILLE ROAD, KY., INC.
	MELDISCO - RLG 3393 PEACHTREE RD. NE, GA., INC.
	MELDISCO - RLG 400 EARNEST W. BARRETT PKWY., GA., INC.
	MELDISCO - RLG 4141 EASTON LOOP EAST, OH., INC.
	MELDISCO - RLG 4300 ASHFORD DUNWOODY RD., GA., INC.
	MELDISCO - RLG 4545 POPLAR RD., TN., INC.
	MELDISCO - RLG 5000 MALL ROAD, KY., INC.
	MELDISCO - RLG 5123 TUTTLE CROSSING BLVD., OH., INC.
	MELDISCO - RLG 6001 WINCHESTER RD., TN., INC.
	MELDISCO - RLG 6020 E. 82ND ST., IN., INC.
	MELDISCO - RLG 7875 MONTGOMERY RD., OH., INC.
	MELDISCO - RLG HUNTINGTON MALL, WV., INC.
	MELDISCO W-W 3651 SO. MARYLAND PKWY., NV., INC.
	MELDISCO/PAY LESS 1310 HWY. 101, OR., INC.
	MELDISCO/PAY LESS 10 NORTH EASTERN AVE., NV., INC.
	MELDISCO/PAY LESS 1000 POCATELLO CRK. RD., ID., INC.
	MELDISCO/PAY LESS 1001 N. BROADWAY, WA., INC.
	MELDISCO/PAY LESS 101 N. ELY, WA., INC.
	MELDISCO/PAY LESS 10103 EVERGREEN WAY, WA., INC.
	MELDISCO/PAY LESS 10355 FAIRVIEW AVE., ID., INC.
	MELDISCO/PAY LESS 110 PORT ANGELES, WA., INC.
	MELDISCO/PAY LESS 110 WEST PLATTE AVE., CO., INC.
	MELDISCO/PAY LESS 1100 VISTA AVE., ID., INC.
	MELDISCO/PAY LESS 11012 E. CANYON RD. #37, WA., INC.
	MELDISCO/PAY LESS 1105 MARTIN LUTHER KING JR. WAY, WA., INC.
	MELDISCO/PAY LESS 11190 S.W. BARNES RD., OR., INC.
	MELDISCO/PAY LESS 11385 SOUTH 700 EAST, UT., INC.
	MELDISCO/PAY LESS 1139 ADDISON AVE. E., ID., INC.
	MELDISCO/PAY LESS 1150 N. SPRINGBROOK RD., OR., INC.
	MELDISCO/PAY LESS 11505-C NE FOURTH PLAIN, WA., INC.
	MELDISCO/PAY LESS 11601 WEST BOWLES AVE., CO., INC.
	MELDISCO/PAY LESS 11907 W. ALAMEDA PARKWAY, CO., INC.
	MELDISCO/PAY LESS 11930 S.E. DIVISION ST., OR., INC.
	MELDISCO/PAY LESS 12002 SE SUNNYSIDE RD., OR., INC.
	MELDISCO/PAY LESS 1201 U.S. HWY. 99, OR., INC.
	MELDISCO/PAY LESS 120-106TH AVE. NE., WA., INC.
	MELDISCO/PAY LESS 12080 S.W. MAIN, OR., INC.
	MELDISCO/PAY LESS 12240 SW SCHOLLS FERRY RD., OR., INC.
	MELDISCO/PAY LESS 1225 E. SUNSET DR. ST. 110, WA., INC.
	MELDISCO/PAY LESS 1231 AUBURN WAY, WA., INC.
	MELDISCO/PAY LESS 1235 WAVERLY DR. S.E., OR., INC.
	MELDISCO/PAY LESS 1268 LEE BLVD., WA., INC.
	MELDISCO/PAY LESS 12811 MERIDIAN ST E., WA. INC.
	MELDISCO/PAY LESS 12TH ST, CO., INC.
	MELDISCO/PAY LESS 1300 EAST 12300 SO., UT., INC.
	MELDISCO/PAY LESS 1300 MADISON ST., WA., INC.
	MELDISCO/PAY LESS 130-20TH AVE., WA., INC.
	MELDISCO/PAY LESS 13201 AURORA AVE. N., WA., INC.
	MELDISCO/PAY LESS 1323 EAST MAIN AVE., WA., INC.
	MELDISCO/PAY LESS 1327 HWY. 395, NV., INC.
	MELDISCO/PAY LESS 135 3RD. AVE. S.W., WA., INC.
	MELDISCO/PAY LESS 1350 POMERELLE AVE., ID., INC.
	MELDISCO/PAY LESS 13511 S.E. 3RD WAY, WA., INC.
	MELDISCO/PAY LESS 1400 W. 6TH ST., OR., INC.
	MELDISCO/PAY LESS 1400 W. PARK PLAZA, OR., INC.
	MELDISCO/PAY LESS 1410 EAST PRATER WAY, NV., INC.
	MELDISCO/PAY LESS 1430 N.W. GARDEN VALLEY BLVD., OR., INC.
	MELDISCO/PAY LESS 14880 N.E. 24TH ST., WA., INC.
	MELDISCO/PAY LESS 1509 AUBURN WAY SO., WA., INC.
	MELDISCO/PAY LESS 15100 S.E. 38TH ST., WA., INC.
	MELDISCO/PAY LESS 1515 MARVIN RD. N.E., WA., INC.
	MELDISCO/PAY LESS 1515 NORTHGATE MILE, ID., INC.
	MELDISCO/PAY LESS 1515 W. CRAIG RD., NV., INC.
	MELDISCO/PAY LESS 1515 W. STATE ST., ID., INC.
	MELDISCO/PAY LESS 1524 BIRCHWOOD AVE., WA., INC.
	MELDISCO/PAY LESS 1550 NORTH STATE ST., UT., INC.
	MELDISCO/PAY LESS 1555 N.E. DIVISION, OR., INC.

Case No.	Debtor
	MELDISCO/PAY LESS 1560 COBURG RD., OR., INC.
	MELDISCO/PAY LESS 15801 PACIFIC AVE., WA., INC.
	MELDISCO/PAY LESS 16232 EVERETT HWY., WA., INC.
	MELDISCO/PAY LESS 16261-3 HWY. 101, OR., INC.
	MELDISCO/PAY LESS 1642 WILLIAMS HWY., OR., INC.
	MELDISCO/PAY LESS 1645 E. HARBOR ST., OR., INC.
	MELDISCO/PAY LESS 1651 S.W. ODEM MEDO RD., OR., INC.
	MELDISCO/PAY LESS 1695 ROBB DRIVE, NV., INC.
	MELDISCO/PAY LESS 1705 W. BROADWAY, ID., INC.
	MELDISCO/PAY LESS 17051 S.E. 272 ST. #24, WA., INC.
	MELDISCO/PAY LESS 17220 REDMOND WAY, WA., INC.
	MELDISCO/PAY LESS 178 W. ELLENDALE AVE., OR., INC.
	MELDISCO/PAY LESS 18022 6TH AVE. NE., WA., INC.
	MELDISCO/PAY LESS 181 N.E. HAMPE WAY, WA., INC.
	MELDISCO/PAY LESS 1814 N.E. 41ST ST., OR., INC.
	MELDISCO/PAY LESS 1815 E. FLAMINGO RD., NV., INC.
	MELDISCO/PAY LESS 18600-B 33RD AVE., WA., INC.
	MELDISCO/PAY LESS 1900 S.W. COURT PLACE, OR., INC.
	MELDISCO/PAY LESS 19107 BOTHELL WAY, WA., INC.
	MELDISCO/PAY LESS 1920 LAS VEGAS BLVD. NORTH, NV., INC.
	MELDISCO/PAY LESS 19291 E. QUINCY AVE., CO., INC.
	MELDISCO/PAY LESS 19475 7TH AVE. N.E., WA., INC.
	MELDISCO/PAY LESS 1970 ECHO HOLLOW RD., OR., INC.
	MELDISCO/PAY LESS 1980 NORTH CARSON ST., NV., INC.
	MELDISCO/PAY LESS 19861 STATE ROUTE 2, WA., INC.
	MELDISCO/PAY LESS 1ST AVE., CO., INC.
	MELDISCO/PAY LESS 201 BROADWAY EAST, WA., INC.
	MELDISCO/PAY LESS 2021 N.W. 185TH ST., OR., INC.
	MELDISCO/PAY LESS 20320 BALLINGER WAY, NE., WA., INC.
	MELDISCO/PAY LESS 205 PINE ST., WA., INC.
	MELDISCO/PAY LESS 2050 E. THIRD ST., OR., INC.
	MELDISCO/PAY LESS 20518-108TH AVE. SE., WA., INC.
	MELDISCO/PAY LESS 20901 E. SMOKY HILL RD., CO., INC.
	MELDISCO/PAY LESS 2100 SO. 23RD E., UT., INC.
	MELDISCO/PAY LESS 2131 S.W. 336TH, WA., INC.
	MELDISCO/PAY LESS 215 N. 4TH ST., WA., INC.
	MELDISCO/PAY LESS 22311 MOUNTAIN HIGHWAY EAST, WA., INC.
	MELDISCO/PAY LESS 22631 BOTHELL WAY S.E., WA., INC.
	MELDISCO/PAY LESS 230 KESLO DR., WA., INC.
	MELDISCO/PAY LESS 2336 N. COAST HWY., OR., INC.
	MELDISCO/PAY LESS 24044 104TH AVE. S.E., WA., INC.
	MELDISCO/PAY LESS 2425 S.E. TUALATIN VALLEY, OR., INC.
	MELDISCO/PAY LESS 2440 S.E. 39TH ST., OR., INC.
	MELDISCO/PAY LESS 24TH ST., UT., INC.
	MELDISCO/PAY LESS 2507 WELLESLEY AVE., WA., INC.
	MELDISCO/PAY LESS 251 MARYSVILLE MALL, WA., INC.
	MELDISCO/PAY LESS 2513 S. NELLIS BLVD., NV., INC.
	MELDISCO/PAY LESS 2515 MAIN ST., WA., INC.
	MELDISCO/PAY LESS 2603 THIRD AVE., WA., INC.
	MELDISCO/PAY LESS 26200 PACIFIC HWY. SO., WA., INC.
	MELDISCO/PAY LESS 2680 S. SANTIAM HWY., OR., INC.
	MELDISCO/PAY LESS 2707 RAINIER AVE., WA., INC.
	MELDISCO/PAY LESS 2740 S. SIXTH ST., OR., INC.
	MELDISCO/PAY LESS 28TH ST., CO., INC.
	MELDISCO/PAY LESS 2992 "F" RD., CO., INC.
	MELDISCO/PAY LESS 3055 CEDAR HILLS BLVD., OR., INC.
	MELDISCO/PAY LESS 31009 PACIFIC HWY., WA., INC.
	MELDISCO/PAY LESS 3115 NORTH LAS VEGAS BLVD., NV., INC.
	MELDISCO/PAY LESS 319 PIKE ST., WA., INC.
	MELDISCO/PAY LESS 3202 132ND ST., S.E., WA., INC.
	MELDISCO/PAY LESS 3208 N.E. SUNSET RD., WA., INC.
	MELDISCO/PAY LESS 3300 SO., UT., INC.
	MELDISCO/PAY LESS 333 N. SANDHILL BLVD., NV., INC.
	MELDISCO/PAY LESS 333 WESTFIELD ST., OR., INC.
	MELDISCO/PAY LESS 3460 SO. 5600 WEST, UT., INC.
	MELDISCO/PAY LESS 3485 LAKE MEAD BLVD., NV., INC.
	MELDISCO/PAY LESS 36TH ST., BELLINGHAM, WA., INC.
	MELDISCO/PAY LESS 3704-172ND NE. #F, WA., INC.
	MELDISCO/PAY LESS 3830 W. SAHARA, NV., INC.
	MELDISCO/PAY LESS 3905 EAST 104TH AVE., CO., INC.
	MELDISCO/PAY LESS 400 N. 1ST ST., CO., INC.
	MELDISCO/PAY LESS 4220 WHEATON VALLEY WAY N.E., WA., INC.

Case No.	Debtor
	MELDISCO/PAY LESS 4346 N.E. CULLY BLVD., OR., INC.
	MELDISCO/PAY LESS 435 LIBERTY ST., OR., INC.
	MELDISCO/PAY LESS 4500 COMMERCIAL STREET S.E., OR., INC.
	MELDISCO/PAY LESS 451 DIENHARD LANE, ID., INC.
	MELDISCO/PAY LESS 4514 REGAL ST., WA., INC.
	MELDISCO/PAY LESS 4535 UNIVERSITY WAY, WA., INC.
	MELDISCO/PAY LESS 461 WEST WILLIAMS AVE., NV., INC.
	MELDISCO/PAY LESS 464 S.E. JACKSON, OR., INC.
	MELDISCO/PAY LESS 4800 YELM HWY. S.E., WA., INC.
	MELDISCO/PAY LESS 4911 CRAIG RD., NV., INC.
	MELDISCO/PAY LESS 4920-A EVERGREEN, WA., INC.
	MELDISCO/PAY LESS 4975 EAST TROPICANA AVE., NV., INC.
	MELDISCO/PAY LESS 501 S.W. 148TH, WA., INC.
	MELDISCO/PAY LESS 5230 FRANKLIN RD., ID., INC.
	MELDISCO/PAY LESS 5431 S.W. BVRTN/HILLSDALE HWY., OR., INC.
	MELDISCO/PAY LESS 5452 RIVER RD. N., OR., INC.
	MELDISCO/PAY LESS 5486 SUN VALLEY BLVD., NV., INC.
	MELDISCO/PAY LESS 5520 NORTH DIVISION, WA., INC.
	MELDISCO/PAY LESS 5606 SUMMIT VIEW AVE., WA., INC.
	MELDISCO/PAY LESS 5673 SO. 1900 W., UT., INC.
	MELDISCO/PAY LESS 5675 S. RAINBOW BLVD., NV., INC.
	MELDISCO/PAY LESS 57 W. 29TH AVE., OR., INC.
	MELDISCO/PAY LESS 598 N. WILBUR AVE., WA., INC.
	MELDISCO/PAY LESS 600 W. CATALENA DR., AZ., INC.
	MELDISCO/PAY LESS 601 PIONEER WAY, WA., INC.
	MELDISCO/PAY LESS 606 OMACHE DR., RT.2, BOX 2101, WA., INC.
	MELDISCO/PAY LESS 6100 W. VEGAS DR., NV., INC.
	MELDISCO/PAY LESS 635 EAST, UT., INC.
	MELDISCO/PAY LESS 655 N.W. RICHMOND BEACH RD., WA., INC.
	MELDISCO/PAY LESS 660 E. BOISE AVE., ID., INC.
	MELDISCO/PAY LESS 6686 E. LAKE MEAD BLVD., NV., INC.
	MELDISCO/PAY LESS 6802 SOUTH 19TH ST., WA., INC.
	MELDISCO/PAY LESS 680-C W. WASHINGTON, WA., INC.
	MELDISCO/PAY LESS 700 S.E. 3RD ST., OR., INC.
	MELDISCO/PAY LESS 7000 SO., UT., INC.
	MELDISCO/PAY LESS 7020 W. STATE ST., ID., INC.
	MELDISCO/PAY LESS 75 WEST PRAIRIE AVE., ID., INC.
	MELDISCO/PAY LESS 750 16TH ST., CO., INC.
	MELDISCO/PAY LESS 7500-A 196TH ST., WA., INC.
	MELDISCO/PAY LESS 7575 W. VEGAS DR., NV., INC.
	MELDISCO/PAY LESS 7670 FAIRVIEW AVE., ID., INC.
	MELDISCO/PAY LESS 7714 DIVISION N., WA., INC.
	MELDISCO/PAY LESS 785 S. COLUMBIA RIVER HWY., OR., INC.
	MELDISCO/PAY LESS 8005 S. VIRGINIA ST., NV., INC.
	MELDISCO/PAY LESS 802 THIRD AVE., WA., INC.
	MELDISCO/PAY LESS 8121-80TH NW. ST., WA., INC.
	MELDISCO/PAY LESS 8156 GUIDE MERIDIAN R., WA., INC.
	MELDISCO/PAY LESS 819 N. MAIN ST., UT., INC.
	MELDISCO/PAY LESS 831 LANCASTER DR. N.E., OR., INC.
	MELDISCO/PAY LESS 8500 S. EASTERN BLVD., NV., INC.
	MELDISCO/PAY LESS 8500-35TH AVE. NE., WA., INC.
	MELDISCO/PAY LESS 860 NO. FAIRFIELD RD., UT., INC.
	MELDISCO/PAY LESS 8611 SPRING MOUNTAIN RD., NV., INC.
	MELDISCO/PAY LESS 8675 SOUTH QUEBEC ST., CO., INC.
	MELDISCO/PAY LESS 900 E. MERIDAN #23, WA., INC.
	MELDISCO/PAY LESS 9200 RAINIER AVE. SOUTH, WA., INC.
	MELDISCO/PAY LESS 922 N.W. CIRCLE BLVD., OR., INC.
	MELDISCO/PAY LESS 930 HWY. 396 S., OR., INC.
	MELDISCO/PAY LESS 9350 WEST SAHARA AVE., NV., INC.
	MELDISCO/PAY LESS 950 IRON HORSE DR., UT., INC.
	MELDISCO/PAY LESS 981 MEDFORD CTR., OR., INC.
	MELDISCO/PAY LESS 9820 N.E. 132ND ST., WA., INC.
	MELDISCO/PAY LESS ABERDEEN, WA., INC.
	MELDISCO/PAY LESS ALLEN BLVD., OR., INC.
	MELDISCO/PAY LESS ALOHA, OR., INC.
	MELDISCO/PAY LESS ANACORTES, WA., INC.
	MELDISCO/PAY LESS ARAPAHOE, CO., INC.
	MELDISCO/PAY LESS ARGONNE RD., WA., INC.
	MELDISCO/PAY LESS ASHLAND, OR., INC.
	MELDISCO/PAY LESS BAINBRIDGE ISLE, WA., INC.
	MELDISCO/PAY LESS BLACKFOOT, ID., INC.
	MELDISCO/PAY LESS BLAINE, WA., INC.

Case No.	Debtor
	MELDISCO/PAY LESS BONNEY LAKE, WA., INC.
	MELDISCO/PAY LESS BOTHELL WAY, WA., INC.
	MELDISCO/PAY LESS BOULDER, CO., INC.
	MELDISCO/PAY LESS BOUNTIFUL, UT., INC.
	MELDISCO/PAY LESS BREMERTON, WA., INC.
	MELDISCO/PAY LESS BRIDGEPORT WAY WEST, WA., INC.
	MELDISCO/PAY LESS BRINGHAM CITY, UT., INC.
	MELDISCO/PAY LESS BROADWAY, CO., INC.
	MELDISCO/PAY LESS CALDWELL, ID., INC.
	MELDISCO/PAY LESS CALIFORNIA AVE., WA., INC.
	MELDISCO/PAY LESS CAMPBELL, OR., INC.
	MELDISCO/PAY LESS CANBY, OR., INC.
	MELDISCO/PAY LESS CENTRAIL, WA., INC.
	MELDISCO/PAY LESS CHARLESTON & LAMP, NV., INC.
	MELDISCO/PAY LESS COLFAX, CO., INC.
	MELDISCO/PAY LESS COLORADO BLVD., CO., INC.
	MELDISCO/PAY LESS COLUMBIA CTR., WA., INC.
	MELDISCO/PAY LESS COOPER POINT RD., WA., INC.
	MELDISCO/PAY LESS DENVER, CO., INC.
	MELDISCO/PAY LESS E. MISSISSIPPI, CO., INC.
	MELDISCO/PAY LESS EAST 12115 SPRAGUE AVE., WA., INC.
	MELDISCO/PAY LESS EAST 2929, SPOKANE, WA., INC.
	MELDISCO/PAY LESS EAST 3RD ST., OR., INC.
	MELDISCO/PAY LESS EAST 810-29TH AVE., WA., INC.
	MELDISCO/PAY LESS EAST WINDMILL LANE, NV., INC.
	MELDISCO/PAY LESS EAST WISHKAH, WA., INC.
	MELDISCO/PAY LESS EDMONDS, WA., INC.
	MELDISCO/PAY LESS ELLENSBURG, WA., INC.
	MELDISCO/PAY LESS ENUMCLAW, WA., INC.
	MELDISCO/PAY LESS FACTORIA SQ., WA., INC.
	MELDISCO/PAY LESS FLAMINGO & RAINBOW, NV., INC.
	MELDISCO/PAY LESS FOOTHILLS, CO., INC.
	MELDISCO/PAY LESS GEORGE WASHINGTON WAY, WA., INC.
	MELDISCO/PAY LESS GIG HARBOR, WA., INC.
	MELDISCO/PAY LESS GILLMAN BLVD., WA., INC.
	MELDISCO/PAY LESS GLENWOOD SPRING, CO., INC.
	MELDISCO/PAY LESS GRANDE RONDE PLAZA, OR., INC.
	MELDISCO/PAY LESS GRANTS PASS S/C, OR., INC.
	MELDISCO/PAY LESS GRAVELLY LAKE DR., WA., INC.
	MELDISCO/PAY LESS GREELEY, CO., INC.
	MELDISCO/PAY LESS GREENVALLEY PKWY., NV., INC.
	MELDISCO/PAY LESS GUIDE-MERIDIAN AVE., WA., INC.
	MELDISCO/PAY LESS HAMPDEN AVE., CO., INC.
	MELDISCO/PAY LESS HARRISVILLE, UT., INC.
	MELDISCO/PAY LESS HENDERSON, NV., INC.
	MELDISCO/PAY LESS HINES, OR., INC.
	MELDISCO/PAY LESS HOLLADAY, UT., INC.
	MELDISCO/PAY LESS HOOD RIVER, OR., INC.
	MELDISCO/PAY LESS IRONWOOD DR., ID., INC.
	MELDISCO/PAY LESS ISSAQUAH, WA., INC.
	MELDISCO/PAY LESS JEWELL AVE., CO., INC.
	MELDISCO/PAY LESS LACEY, WA., INC.
	MELDISCO/PAY LESS LAKE MEAD, NV., INC.
	MELDISCO/PAY LESS LAKE OSWEGO, OR., INC.
	MELDISCO/PAY LESS LAKE STEVENS, WA., INC.
	MELDISCO/PAY LESS LEWISTON CENTER, ID., INC.
	MELDISCO/PAY LESS LINCOLN CITY, OR., INC.
	MELDISCO/PAY LESS LITTLETON, CO., INC.
	MELDISCO/PAY LESS LORENZI BLVD., NV., INC.
	MELDISCO/PAY LESS MAIN & HOWARD, WA., INC.
	MELDISCO/PAY LESS MARCOLA RD., OR., INC.
	MELDISCO/PAY LESS MEAD, WA., INC.
	MELDISCO/PAY LESS MERCER ISLAND, WA., INC.
	MELDISCO/PAY LESS MERIDIAN, ID., INC.
	MELDISCO/PAY LESS MID-VALLEY MALL BLK C #1, WA., INC.
	MELDISCO/PAY LESS MILTON FREEWATER, OR., INC.
	MELDISCO/PAY LESS MILWAUKIE, OR., INC.
	MELDISCO/PAY LESS MT. VERNON, WA., INC.
	MELDISCO/PAY LESS MUKILTEO, WA., INC.
	MELDISCO/PAY LESS NO. STATE ST., UT., INC.
	MELDISCO/PAY LESS NORTH 900 WEST, UT., INC.
	MELDISCO/PAY LESS NORTH BEND, OR., INC.

Case No.	Debtor
	MELDISCO/PAY LESS NORTH PEARL ST., WA., INC.
	MELDISCO/PAY LESS NORTHGLENN, CO., INC.
	MELDISCO/PAY LESS OREGON CITY S/C, OR., INC.
	MELDISCO/PAY LESS OREM, UT., INC.
	MELDISCO/PAY LESS PORT ANGELES, WA., INC.
	MELDISCO/PAY LESS PORT ORCHARD, WA., INC.
	MELDISCO/PAY LESS PULLMAN, WA., INC.
	MELDISCO/PAY LESS RAINBOW BLVD., NV., INC.
	MELDISCO/PAY LESS RENTON, WA., INC.
	MELDISCO/PAY LESS SANDY, UT., INC.
	MELDISCO/PAY LESS SE DIVISION ST., OR., INC.
	MELDISCO/PAY LESS SEASIDE, OR., INC.
	MELDISCO/PAY LESS SECOND & ANDERSON, OR., INC.
	MELDISCO/PAY LESS SEDONA, AZ., INC.
	MELDISCO/PAY LESS SEDRO WOOLEY, WA., INC.
	MELDISCO/PAY LESS SILVERDALE, WA., INC.
	MELDISCO/PAY LESS SO. 9TH E., UT., INC.
	MELDISCO/PAY LESS SOUTH 7TH E., UT., INC.
	MELDISCO/PAY LESS SOUTH GRADY WAY, WA., INC.
	MELDISCO/PAY LESS SOUTH YAKIMA AVE. #A, WA., INC.
	MELDISCO/PAY LESS SPRINGCREEK, WY., INC.
	MELDISCO/PAY LESS ST. GEORGE, UT., INC.
	MELDISCO/PAY LESS STANWOOD, WA., INC.
	MELDISCO/PAY LESS STE. E, TIGARD, OR., INC.
	MELDISCO/PAY LESS TAYLORSVILLE, UT., INC.
	MELDISCO/PAY LESS TOTEM LAKE BLVD., WA., INC.
	MELDISCO/PAY LESS TRIANGLE SHOPPING CTR., WA., INC.
	MELDISCO/PAY LESS VALLEY N. S/C, WA., INC.
	MELDISCO/PAY LESS W. PULLMAN RD., ID., INC.
	MELDISCO/PAY LESS WEST NOB HILL BLVD., WA., INC.
	MELDISCO/PAY LESS WESTWOOD VILLAGE WAY, WA., INC.
	MELDISCO/PAY LESS WILSONVILLE RD., OR., INC.
	MELDISCO/PAY LESS WOODINVILLE, WA., INC.
	MELDISCO/PAY LESS YELM, WA., INC.
	MELDISCO/PAY LESS YUMA, AZ., INC.
	MELDISCO/PAYLESS 610 N.E. 181ST., OR., INC.
	MELDISCO/PAYLESS 625 EL CAMINO REAL, CA., INC.
	MELDISCO/PAYLESS LAS VEGAS, NV., INC.
	NORTHLINE MALL SHOE ZONE, INC.
	PLAZA DEL NORTE FOOTACTION, INC., DBA SHOE ZONE #8416
	PONCE FOOTACTION, INC., DBA SHOE ZONE #8405
	ROCKLAND PLAZA SHOE ZONE, INC.
	SHARPSTOWN SHOE ZONE, INC.
	SHOE ZONE #8400
	SHOE ZONE #8401
	SHOE ZONE #8402
	SHOE ZONE #8403
	SHOE ZONE #8404
	SHOE ZONE #8406
	SHOE ZONE #8407
	SHOE ZONE #8412
	SHOE ZONE #8414
	SHOE ZONE #8415
	SHOE ZONE #8417
	SHOE ZONE #8418
	SHOE ZONE #8419
	SHOE ZONE 8421, INC.
	SHOE ZONE 8428, INC.
	SHOE ZONE 8432, INC.
	SHOE ZONE 8433, INC.
	SHOE ZONE 8435, INC.
	SHOE ZONE 8436, INC.
	SHOE ZONE 8437, INC.
	SHOE ZONE 8438, INC.
	SHOE ZONE 8439, INC.
	SHOE ZONE FAIRWAY CENTER, INC.
	SUNLAND SHOE ZONE, INC.
	SUNNY ISLE (V.I.) FOOTACTION, INC., DBA SHOE ZONE #8477
	TUTU PARK FOOTACTION, INC., DBA SHOE ZONE #8475
	WESTHEIMER SHOE ZONE, INC.
	MELDISCO K-M RANDOLPH ST., N.C., INC.
	MILES SHOES DETTMAN RD. JACKSON MICH., INC.

Case No.	Debtor
	MILES SHOES MELDISCO 4200 W. KELLOGG, WICHITA, KAN., INC.
	MILES SHOES MELDISCO 50TH & FEDERAL DENVER, COLO., INC.
	MILES SHOES MELDISCO AMITY GARDENS, N.C., INC.
	MILES SHOES MELDISCO BAY CITY, MICH., INC.
	MILES SHOES MELDISCO CAPITAL AVE. B.C., MICH., INC.
	MILES SHOES MELDISCO CENTRAL AVE., TOLEDO, OHIO, INC.
	MILES SHOES MELDISCO CHARLOTTESVILLE, VA., INC.
	MILES SHOES MELDISCO CORONADO ALBUQUERQUE, NM., INC.
	MILES SHOES MELDISCO DORT H'WAY FLINT, MICH., INC.
	MILES SHOES MELDISCO EVANS AVE. DENVER, COLO., INC.
	MILES SHOES MELDISCO FREEDOM DR., CHARLOTTE, N.C., INC.
	MILES SHOES MELDISCO HOLLAND DR., SAGINAW, MICH., INC.
	MILES SHOES MELDISCO K-M 4TH AVE. CHARLESTON, W. VA., INC.
	MILES SHOES MELDISCO K-M BEECHMONT AVE., CINN., OHIO, INC.
	MILES SHOES MELDISCO K-M WADE HAMPTON BLVD GREENVILLE, SC, INC.
	MILES SHOES MELDISCO K-M WALDEN AVE., BUFF., N.Y., INC.
	MILES SHOES MELDISCO MILLER RD., FLINT, MICH., INC.
	MILES SHOES MELDISCO MILLS AVE., GREENVILLE, S.C., INC.
	MILES SHOES MELDISCO MT. MORRIS, FLINT, MICH., INC.
	MILES SHOES MELDISCO NAVARRE RD., OREGON, OHIO, INC.
	MILES SHOES MELDISCO PATTON AVE., ASHEVILLE, N.C., INC.
	MILES SHOES MELDISCO RIVERSIDE DR. DANVILLE, VA., INC.
	MILES SHOES MELDISCO U.S.10 SAGINAW, MICH., INC.
	MILES SHOES MELDISCO W. PL. RD., ALT., PA., INC.
	MILES SHOES MELDISCO WARD'S RD. LYNCHBURG, VA., INC.
	MILES SHOES MELDISCO WATERLOO, IOWA, INC.
	1101 BELTLINE RD., IL., MELDISCO K-M, INC.
	16300 HARLEM, IL., MELDISCO K-M, INC.
	1880 S.W. AVE., IL., MELDISCO K-M INC.
	23RD AVE., ILL., MELDISCO K-M, INC.
	2700 PLAINFIELD RD., IL., MELDISCO K-M, INC.
	ALTON, ILL., MELDISCO K-M, INC.
	ASHLAND AVE., IL., MELDISCO K-M, INC.
	BELL RD., ILL., MELDISCO K-M, INC.
	BELLEVILLE, IL., MELDISCO K-M, INC.
	BELVIDERE RD., ILL., MELDISCO K-M, INC.
	BELVIDERE, ILL., MELDISCO K-M, INC.
	BRIDGEVIEW, ILL., MELDISCO K-M, INC.
	CANTON, ILL., MELDISCO K-M, INC.
	CARBONDALE, ILL., MELDISCO K-M, INC.
	CHICAGO ADDISON, IL., MELDISCO K-M, INC.
	CHICAGO, IL., N. ELSTON, MELDISCO K-M, INC.
	CHICAGO, ILL., MELDISCO K-M, INC.
	CLEAR LAKE, ILL., MELDISCO K-M, INC.
	COURT ST., ILL., MELDISCO K-M, INC.
	CRESTWOOD, IL., MELDISCO K-M, INC.
	CRYSTAL LAKE, ILL., MELDISCO K-M, INC.
	EAST PERSHING RD., ILL., MILES MELDISCO K-M, INC.
	EFFINGHAM, ILL., MELDISCO K-M, INC.
	EMPIRE, ILL., MELDISCO K-M, INC.
	FAIRVIEW HEIGHTS, IL., MELDISCO K-M, INC.
	FOREST PARK, IL., MELDISCO K-M, INC.
	FRANKLIN PARK, ILL., MELDISCO K-M INC.
	GALESBURG, ILL., MELDISCO K-M, INC.
	GRANITE CITY, ILL., MELDISCO K-M, INC.
	HINSDALE, ILL., MILES MELDISCO K-M, INC.
	HOMewood, ILL., MELDISCO K-M, INC.
	JOLIET, ILL., MELDISCO K-M, INC.
	LANSING, ILL., MELDISCO K-M, INC.
	LOCKPORT, ILL., MELDISCO K-M, INC.
	LOVES PARK, ILL., MELDISCO K-M, INC.
	MACOMB, ILL., MELDISCO K-M, INC.
	MCHENRY, IL., MELDISCO K-M, INC.
	MELDISCO K. M. TUSCALOOSA, ALA., INC.
	MELDISCO K-M MANISTEE, MICH., INC.
	MELDISCO K-M #4 CHARLOTTE AMALIE, N.Y., INC.
	MELDISCO K-M 1000 N. MAIN ST., OH., INC.
	MELDISCO K-M 1000 NUTT ROAD, PA., INC.
	MELDISCO K-M 101 TOWN & COUNTRY LANE, KY., INC.
	MELDISCO K-M 10101 SOUTHERN BLVD., FL., INC.
	MELDISCO K-M 101401 OVERSEAS HWY., FL., INC.
	MELDISCO K-M 103 OAK AVE., WI., INC.

Case No.	Debtor
	MELDISCO K-M 10331 UNIVERSITY AVE., IA., INC.
	MELDISCO K-M 104 DANBURY RD., CT., INC.
	MELDISCO K-M 104 WATSON GLENN SHOPPING CTR., TN., INC.
	MELDISCO K-M 10501 PINES BLVD., FL., INC.
	MELDISCO K-M 1075 SHAW AVE., CA., INC.
	MELDISCO K-M 11003 HULL ST. RD., VA., INC.
	MELDISCO K-M 11330 MONTWOOD DR., TX., INC.
	MELDISCO K-M 1140 E. JOHN SIMS PKWY., FL., INC.
	MELDISCO K-M 11725 BUSTLETON AVE., PA., INC.
	MELDISCO K-M 1205 FORDHAM DRIVE, INC.
	MELDISCO K-M 1245 GERMANTOWN PARKWAY, TN., INC.
	MELDISCO K-M 1250 PERRY ST., MI., INC.
	MELDISCO K-M 12713 TAMiami, FL., INC.
	MELDISCO K-M 1292 INDIANA AVE., OH., INC.
	MELDISCO K-M 1317 TUSCULUM BLVD., TN., INC.
	MELDISCO K-M 1341 NW ST. LUCIE, FL., INC.
	MELDISCO K-M 1355 E. PASS RD., MS., INC.
	MELDISCO K-M 1355 W. MAIN ST., VA., INC.
	MELDISCO K-M 1396 S. MAIN ST., MI., INC.
	MELDISCO K-M 1400 E. CLOVERDALE DR., MI., INC.
	MELDISCO K-M 1400 UPPER VALLEY PIKE, OH., INC.
	MELDISCO K-M 1401 SPRING ST., MI., INC.
	MELDISCO K-M 1403 N. KINGS HWY., S.C., INC.
	MELDISCO K-M 141 W. LEE HIGHWAY, VA., INC.
	MELDISCO K-M 1470 NO. BRIDGE ST., OH., INC.
	MELDISCO K-M 1487 N. HIGH ST., OH., INC.
	MELDISCO K-M 1530 E. BROAD ST., N.C., INC.
	MELDISCO K-M 155 TWIN CITY MALL MO., INC.
	MELDISCO K-M 15861 MICHIGAN AVE., MI., INC.
	MELDISCO K-M 1615 E. SHOTWELL ST., GA., INC.
	MELDISCO K-M 1650 AIRPORT BLVD., FL., INC.
	MELDISCO K-M 1670 E. FOURTH, CA., INC.
	MELDISCO K-M 1675 S. PLEASANT VALLEY RD., VA., INC.
	MELDISCO K-M 1701 W. EDGAR RD., N.J., INC.
	MELDISCO K-M 1745 QUENTIN, PA., INC.
	MELDISCO K-M 18 MILE RD., MICH., INC.
	MELDISCO K-M 1800 SO. HWY. #95, AZ., INC.
	MELDISCO K-M 1801 N.W. HWY. 19, FL., INC.
	MELDISCO K-M 1802 DECATUR PIKE, TN., INC.
	MELDISCO K-M 1810 SO. STEPHENSON AVE., MI., INC.
	MELDISCO K-M 19003 BEAVER CREEK RD., OR., INC.
	MELDISCO K-M 1950 N. IMPERIAL AVE., CA., INC.
	MELDISCO K-M 1998 BRUCKNER BLVD., NY., INC.
	MELDISCO K-M 19TH ST., TX., INC.
	MELDISCO K-M 2 CAMPBELL RD. N.Y., INC.
	MELDISCO K-M 200 KENT LANDING, MD., INC.
	MELDISCO K-M 200 WHITE HORSE PIKE, N.J., INC.
	MELDISCO K-M 2000 BARNETT SHOALS RD., GA., INC.
	MELDISCO K-M 2011 E. FRY BLVD., AZ., INC.
	MELDISCO K-M 209 KENTLANDS BLVD., MD., INC.
	MELDISCO K-M 20900 SO. MAIN ST., CA., INC.
	MELDISCO K-M 2107 N. GARDEN ST., MN., INC.
	MELDISCO K-M 2110 SO. M-76, MI., INC.
	MELDISCO K-M 2233 N. WESTWOOD BLVD., MO., INC.
	MELDISCO K-M 2280 OCEAN AVE., N.Y., INC.
	MELDISCO K-M 235 PROSPECT AVE., NJ., INC.
	MELDISCO K-M 2420 WISTERIA DRIVE, GA., INC.
	MELDISCO K-M 250 NEW ROAD, NJ., INC.
	MELDISCO K-M 250 WEST 34TH ST., N.Y., INC.
	MELDISCO K-M 2500 AIRPORT THRUWAY, GA., INC.
	MELDISCO K-M 25301 ROCKAWAY BLVD., NY., INC.
	MELDISCO K-M 2606 ZION RD., KY., INC.
	MELDISCO K-M 26100 GRATIOT AVE., MICH., INC.
	MELDISCO K-M 2615 EASTERN AVE., WI., INC.
	MELDISCO K-M 2643 PONCE BY-PASS, NY., INC.
	MELDISCO K-M 2770 MAYSVILLE PIKE, OH., INC.
	MELDISCO K-M 27TH AVE., FL., INC.
	MELDISCO K-M 2828 N BROADWAY IND INC
	MELDISCO K-M 2855 DUNN RD., MO., INC.
	MELDISCO K-M 2900 BELLFLOWER BLVD., CA., INC.
	MELDISCO K-M 2935 NEW PINERY RD., WI., INC.
	MELDISCO K-M 2940 VETERANS BLVD., LA., INC.

Case No.	Debtor
	MELDISCO K-M 2945 SCOTTSVILLE ROAD, KY., INC.
	MELDISCO K-M 2999 SW 32ND AVE., FL., INC.
	MELDISCO K-M 300 BRIGHTON AVE., PA., INC.
	MELDISCO K-M 3000 ISLAND AVE., PA., INC.
	MELDISCO K-M 301 COLLEGE SQ., DE., INC.
	MELDISCO K-M 301 GARDNER FIELD RD., CA., INC.
	MELDISCO K-M 301 NOBLE CREEK DR., IN., INC.
	MELDISCO K-M 3020 12TH ST., S.D., INC.
	MELDISCO K-M 3-10 ST. ESTATE THOMAS, V.I., INC.
	MELDISCO K-M 3100 HAMILTON RD., OHIO, INC.
	MELDISCO K-M 3100 NEW U.S. #441 W., FL., INC.
	MELDISCO K-M 3101 S. GLENSTONE, MO., INC.
	MELDISCO K-M 312 CONSTITUTION DR., VA., INC.
	MELDISCO K-M 3247 W. MINERAL KING AVE., CA., INC.
	MELDISCO K-M 335 E. BASELINE RD., AZ., INC.
	MELDISCO K-M 34TH ST., FLA., INC.
	MELDISCO K-M 350 GROSSMAN DR., MA., INC.
	MELDISCO K-M 3535 W. 13TH ST., NE., INC.
	MELDISCO K-M 3610 PECK RD., CA., INC.
	MELDISCO K-M 3625 E. 18TH ST., CA., INC.
	MELDISCO K-M 363 SO. BROADWAY, CO., INC.
	MELDISCO K-M 3655 PLANK RD., VA., INC.
	MELDISCO K-M 367 WASHINGTON ST., NH., INC.
	MELDISCO K-M 3760 E. SUNSET RD., NV., INC.
	MELDISCO K-M 3790 THIRD ST., FL., INC.
	MELDISCO K-M 3800 OAKWOOD BLVD., FL., INC.
	MELDISCO K-M 3808 BRADY ST., IA., INC.
	MELDISCO K-M 3860 N. MAIN ST., NM., INC.
	MELDISCO K-M 3900 NORTHERN AVE., COLO., INC.
	MELDISCO K-M 3901 HOLLAND RD., VA., INC.
	MELDISCO K-M 3901 LEMAY FERRY RD., MO., INC.
	MELDISCO K-M 399 TARRYTOWN RD., N.Y., INC.
	MELDISCO K-M 400 WESTERN AVE., MA., INC.
	MELDISCO K-M 4023 S. NOLAND, MO., INC.
	MELDISCO K-M 424 DAIRY RD., N.Y., INC.
	MELDISCO K-M 430 W. RIDGE RD., IN., INC.
	MELDISCO K-M 4300 PORTSMOUTH BLVD., VA., INC.
	MELDISCO K-M 4340 OKEECHOBEE BLVD., FL., INC.
	MELDISCO K-M 4500 N. RANCHO DR., NV., INC.
	MELDISCO K-M 453 E. MAIN ST., GA., INC.
	MELDISCO K-M 4570 LADSON ROAD, INC.
	MELDISCO K-M 4651 SO. U.S. HWY. 41, IN., INC.
	MELDISCO K-M 4700 SECOND AVE., NE., INC.
	MELDISCO K-M 480 WEST ST., N.H., INC.
	MELDISCO K-M 4855 SUMMIT RIDGE, NV., INC.
	MELDISCO K-M 5 GARDEN LANE, N.H., INC.
	MELDISCO K-M 500 KAMOKILA BLVD., NY., INC.
	MELDISCO K-M 50TH & WADENA, MN., INC.
	MELDISCO K-M 511 W. SANILAC, MI., INC.
	MELDISCO K-M 5200 GLADIOLUS, DR., FLA., INC.
	MELDISCO K-M 52401 INTERCHANGE DR., IN., INC.
	MELDISCO K-M 52ND ST., WISC., INC.
	MELDISCO K-M 550 FIRST COLONIAL RD., VA., INC.
	MELDISCO K-M 5590 MABLETON PKWY., GA., INC.
	MELDISCO K-M 560 S. JEFFERSON AVE., TN., INC.
	MELDISCO K-M 5600 MILGEN ROAD, GA., INC.
	MELDISCO K-M 5750 NW 183RD ST., FL., INC.
	MELDISCO K-M 5TH ST. HWY., PA., INC.
	MELDISCO K-M 600 N.E. BARRY RD., MO., INC.
	MELDISCO K-M 6015 CYPRUS GARDENS BLVD., FL., INC.
	MELDISCO K-M 605 OLD COUNTRY RD., N.Y., INC.
	MELDISCO K-M 610 ROUTE 940 PA., INC.
	MELDISCO K-M 6101 NORTH MILITARY, VA., INC.
	MELDISCO K-M 625 HWY. #136, WI., INC.
	MELDISCO K-M 6455 U.S. #31 N., MI., INC.
	MELDISCO K-M 655 SUNLAND PARK, TX., INC.
	MELDISCO K-M 66-26 METROPOLITAN AVE., NY., INC.
	MELDISCO K-M 701 SIXTY-EIGHTH ST., MI., INC.
	MELDISCO K-M 7055 E. BROADWAY, AZ., INC.
	MELDISCO K-M 710 CHICAGO DRIVE, MI., INC.
	MELDISCO K-M 7100 W. HWY. 98, FL., INC.
	MELDISCO K-M 720 CLAIRTON BLVD., PA., INC.

Case No.	Debtor
	MELDISCO K-M 723 3RD AVE., IN., INC.
	MELDISCO K-M 7422 GALL BLVD., FL., INC.
	MELDISCO K-M 7501 WEST WASHINGTON, NV., INC.
	MELDISCO K-M 7602 TURKEY LAKE RD., FL., INC.
	MELDISCO K-M 770 BROADWAY, N.Y., INC.
	MELDISCO K-M 7900 S.W. 104TH ST., FL., INC.
	MELDISCO K-M 8000 VICTOR PITTSFORD RD., N.Y., INC.
	MELDISCO K-M 815 E. INNES ST., NC., INC.
	MELDISCO K-M 830 MAIN ST., ME., INC.
	MELDISCO K-M 839 NEW YORK AVE., N.Y., INC.
	MELDISCO K-M 850 SADLER ROAD, FL., INC.
	MELDISCO K-M 8571 RIVERS AVE., S.C., INC.
	MELDISCO K-M 8601K WEST M-55, MI., INC.
	MELDISCO K-M 8701 SIX FORKS ROAD, NC., INC.
	MELDISCO K-M 8730 RIO, CA., INC.
	MELDISCO K-M 875 EAST "H" ST., CA., INC.
	MELDISCO K-M 875 GREENTREE ROAD, PA., INC.
	MELDISCO K-M 8800 FRANKFORD AVE., PA., INC.
	MELDISCO K-M 8829 GREENBELT RD., MD., INC.
	MELDISCO K-M 8TH ST., FL., INC.
	MELDISCO K-M 900 N.W. 76 BLVD., FL., INC.
	MELDISCO K-M 901-99 MARKET ST., PA., INC.
	MELDISCO K-M 94-825 LUMININA ST., N.Y., INC.
	MELDISCO K-M 975 FAIRMOUNT AVE., N.Y., INC.
	MELDISCO K-M 987 ROUTE 6, N.Y., INC.
	MELDISCO K-M 99 MATTHEWS DR., PA., INC.
	MELDISCO K-M ABERDEEN, S.D., INC.
	MELDISCO K-M ABINGDON, VA., INC.
	MELDISCO K-M AGUADILLA, N.Y., INC.
	MELDISCO K-M ALAMOGORDO, N.M., INC.
	MELDISCO K-M ALBANY, ORE., INC.
	MELDISCO K-M ALBERTVILLE, ALA., INC.
	MELDISCO K-M ALESSANDRO BLVD., CA., INC.
	MELDISCO K-M ALEXANDRIA, MN., INC.
	MELDISCO K-M ALGONA, IOWA, INC.
	MELDISCO K-M ALLEGANY, N.Y., INC.
	MELDISCO K-M ALLENTOWN, PA., INC.
	MELDISCO K-M ALLIANCE, NEB., INC.
	MELDISCO K-M ALMA, MICH., INC.
	MELDISCO K-M ALPENA, MICH., INC.
	MELDISCO K-M AMERICAN FORK, UT., INC.
	MELDISCO K-M AMES, IOWA, INC.
	MELDISCO K-M AMHERST, OHIO, INC.
	MELDISCO K-M ANAHEIM, CAL., INC.
	MELDISCO K-M ANNANDALE, VA., INC.
	MELDISCO K-M ANNAPOLIS, MD., INC.
	MELDISCO K-M ANNISTON, ALA., INC.
	MELDISCO K-M ANOKA, MN., INC.
	MELDISCO K-M APALACHEE PKW., FLA, INC
	MELDISCO K-M APPLE AVE., MICH., INC.
	MELDISCO K-M APPLE VALLEY, CA., INC.
	MELDISCO K-M ARAMINGO AVE., PA., INC.
	MELDISCO K-M ARECIBO, PR., INC.
	MELDISCO K-M ARROYO GRANDE, CA., INC.
	MELDISCO K-M ARTESIA, N. M., INC.
	MELDISCO K-M ASHEVILLE, N.C., INC.
	MELDISCO K-M ASHTABULA, OHIO, INC.
	MELDISCO K-M ATASCADERO, CA., INC.
	MELDISCO K-M ATHENS, ALA., INC.
	MELDISCO K-M ATLANTIC, IOWA, INC.
	MELDISCO K-M ATTLEBORO FALLS, MASS., INC.
	MELDISCO K-M ATWATER, CA., INC.
	MELDISCO K-M AUBURN, ALA., INC.
	MELDISCO K-M AUBURN, CA., INC.
	MELDISCO K-M AUBURN, MAINE, INC.
	MELDISCO K-M AUGUSTA, MAINE, INC.
	MELDISCO K-M AURORA AVE., WASH., INC.
	MELDISCO K-M AURORA, COLO., INC.
	MELDISCO K-M AUSTIN, MINN., INC.
	MELDISCO K-M AVENEL, N.J., INC.
	MELDISCO K-M BAD AXE, MICH., INC.
	MELDISCO K-M BALLWIN, MO., INC.

Case No.	Debtor
	MELDISCO K-M BALTIMORE CITY, MD., INC.
	MELDISCO K-M BALTIMORE, MD., INC.
	MELDISCO K-M BANNING, CA., INC.
	MELDISCO K-M BARBERTON, OHIO, INC.
	MELDISCO K-M BARTLESVILLE, OKLA., INC.
	MELDISCO K-M BARTOW RD., FLA., INC.
	MELDISCO K-M BATAVIA, N.Y., INC.
	MELDISCO K-M BATH, N.Y., INC.
	MELDISCO K-M BAXTER, MINN., INC.
	MELDISCO K-M BAY RD., MICH., INC.
	MELDISCO K-M BAYAMON, PR., INC.
	MELDISCO K-M BEACON WOODS DR., FLA., INC.
	MELDISCO K-M BEAUFORT, S.C., INC.
	MELDISCO K-M BEAVER FALLS, PA., INC.
	MELDISCO K-M BEAVERTON, ORE., INC.
	MELDISCO K-M BECKLEY W. VA., INC.
	MELDISCO K-M BEDFORD IND INC
	MELDISCO K-M BELL AVE., WI., INC.
	MELDISCO K-M BELL RD., AZ., INC.
	MELDISCO K-M BELLE VERNON, PA., INC.
	MELDISCO K-M BELLEVUE, FL., INC.
	MELDISCO K-M BELLEVILLE, MICH., INC.
	MELDISCO K-M BELLEVILLE, N.J., INC.
	MELDISCO K-M BELLINGHAM, WASH., INC.
	MELDISCO K-M BEMIDJI, MINN., INC.
	MELDISCO K-M BENNINGTON, VT., INC.
	MELDISCO K-M BENSalem, PA., INC.
	MELDISCO K-M BERLIN, N.J., INC.
	MELDISCO K-M BERWICK, PA., INC.
	MELDISCO K-M BIG BEAR LAKE, CA., INC.
	MELDISCO K-M BILLERICA, MASS., INC.
	MELDISCO K-M BISHOP, CA., INC.
	MELDISCO K-M BLACKSBURG, VA., INC.
	MELDISCO K-M BLAINE, MINN., INC.
	MELDISCO K-M BLUEFIELD, W.VA., INC.
	MELDISCO K-M BLYTHE, CA., INC.
	MELDISCO K-M BONITA SPRINGS, FL., INC.
	MELDISCO K-M BOONE, N.C., INC.
	MELDISCO K-M BOSSIER CITY, LA., INC.
	MELDISCO K-M BOUNTIFUL, UTAH INC.
	MELDISCO K-M BOZEMAN, MONT., INC.
	MELDISCO K-M BRADENTON, FLA., INC.
	MELDISCO K-M BRADFORD, PA., INC.
	MELDISCO K-M BRANDON,FLA.,INC
	MELDISCO K-M BRANSON, MO., INC.
	MELDISCO K-M BREMERTON, WASH., INC.
	MELDISCO K-M BREVARD RD., N.C., INC.
	MELDISCO K-M BRICKTOWN, N.J., INC.
	MELDISCO K-M BRIDGEVILLE, PA., INC.
	MELDISCO K-M BRIGHTON, COLO., INC.
	MELDISCO K-M BRIGHTON, MICH., INC.
	MELDISCO K-M BRISTOL, TENN., INC.
	MELDISCO K-M BROCKTON, MASS., INC.
	MELDISCO K-M BROKEN ARROW, OKLA., INC.
	MELDISCO K-M BRONX, N.Y., INC.
	MELDISCO K-M BROOKHAVEN, PA., INC.
	MELDISCO K-M BROOKLAWN, N.J., INC.
	MELDISCO K-M BROOMFIELD, COLO, INC.
	MELDISCO K-M BROWNSBURG IN INC
	MELDISCO K-M BRUNSWICK, OHIO, INC.
	MELDISCO K-M BRYAN, OHIO, INC.
	MELDISCO K-M BUFORD, GA., INC.
	MELDISCO K-M BURBANK, CA., INC.
	MELDISCO K-M BURLINGTON PIKE, KY., INC.
	MELDISCO K-M BURLINGTON, IOWA, INC.
	MELDISCO K-M BURLINGTON, N.J., INC.
	MELDISCO K-M BURLINGTON, WA., INC.
	MELDISCO K-M BURLINGTON, WI., INC.
	MELDISCO K-M BURNHAM, PA., INC.
	MELDISCO K-M BURNSVILLE, MINN., INC.
	MELDISCO K-M BURTON LANE, IN., INC.
	MELDISCO K-M BURTON, MICH., INC.

Case No.	Debtor
	MELDISCO K-M BUSINESS SPUR, MICH., INC.
	MELDISCO K-M BUTTE, MT., INC.
	MELDISCO K-M CALHOUN, GA., INC.
	MELDISCO K-M CALLAWAY, FLA., INC.
	MELDISCO K-M CAMARILLO, CA., INC.
	MELDISCO K-M CAMBRIDGE, OHIO, INC.
	MELDISCO K-M CAMDEN, S.C., INC.
	MELDISCO K-M CAMINO DR., CAL., INC.
	MELDISCO K-M CANTON, GA., INC.
	MELDISCO K-M CAPE CORAL, FLA., INC.
	MELDISCO K-M CAPE GIRARDEAU, MO., INC.
	MELDISCO K-M CARLISLE, PA., INC.
	MELDISCO K-M CARROLL, IOWA, INC.
	MELDISCO K-M CARROLLTON, GA., INC.
	MELDISCO K-M CARY, N.C., INC.
	MELDISCO K-M CASA GRANDE, ARIZ., INC.
	MELDISCO K-M CAYEY, N.Y., INC.
	MELDISCO K-M CENTRE, AL., INC.
	MELDISCO K-M CHAGRIN FALLS, OH., INC.
	MELDISCO K-M CHALKVILLE MTN. RD., AL., INC.
	MELDISCO K-M CHAMBERSBURG, PA., INC.
	MELDISCO K-M CHARLES CITY, IA., INC.
	MELDISCO K-M CHARLESTON, W.VA., INC.
	MELDISCO K-M CHARLEVOIX, MI., INC.
	MELDISCO K-M CHATTANOOGA, TN., INC.
	MELDISCO K-M CHEBOYGAN, MICH., INC.
	MELDISCO K-M CHEHALIS, WASH., INC.
	MELDISCO K-M CHEMLSFORD, MASS., INC.
	MELDISCO K-M CHEROKEE, IOWA, INC.
	MELDISCO K-M CHESAPEAKE, VA., INC.
	MELDISCO K-M CHESTER, VA., INC.
	MELDISCO K-M CHESTERTON IND INC
	MELDISCO K-M CHICO, CALIF., INC.
	MELDISCO K-M CHILLI, N.Y., INC.
	MELDISCO K-M CHIPPEWA FALLS, WI., INC.
	MELDISCO K-M CINCINNATI, OHIO, INC.
	MELDISCO K-M CITRUS HEIGHTS, CA., INC.
	MELDISCO K-M CLAIREMONT NESA BLVD., CALIF., INC.
	MELDISCO K-M CLARION, PA., INC.
	MELDISCO K-M CLARKSBURG, WV., INC
	MELDISCO K-M CLARKSVILLE, TENN., INC.
	MELDISCO K-M CLAY, N.Y., INC.
	MELDISCO K-M CLAYMONT, DEL., INC.
	MELDISCO K-M CLAYTON RD., CA., INC.
	MELDISCO K-M CLEARWATER, FLA., INC.
	MELDISCO K-M CLEMENTON, N.J., INC.
	MELDISCO K-M CLEMMONS, N.C., INC.
	MELDISCO K-M CLERMONT, FLA., INC.
	MELDISCO K-M CLEVELAND RD., GA., INC.
	MELDISCO K-M CLEVELAND, TN., INC.
	MELDISCO K-M CLIFTON HEIGHTS, PA., INC.
	MELDISCO K-M CLIFTON PARK, N.Y., INC.
	MELDISCO K-M CLINTON, MD., INC.
	MELDISCO K-M CLINTON, OKLA., INC.
	MELDISCO K-M CLINTON, TN., INC.
	MELDISCO K-M CLOSTER, N.J., INC.
	MELDISCO K-M COALINGA, CA., INC.
	MELDISCO K-M CODY, WY., INC.
	MELDISCO K-M COEUR D'ALENE, IDAHO, INC.
	MELDISCO K-M COLISEUM BLVD N IND INC
	MELDISCO K-M COLLEGE AVE., CA., INC.
	MELDISCO K-M COLORADO SPRINGS, CO., INC.
	MELDISCO K-M COLUMBIA, PA., INC.
	MELDISCO K-M COLUMBUS, IN., INC.
	MELDISCO K-M COLUMBUS, MISS., INC.
	MELDISCO K-M COMERIO AVE., PR., INC.
	MELDISCO K-M COMSTOCK TWP., MICH., INC.
	MELDISCO K-M CONCORD AVE., CALIF., INC.
	MELDISCO K-M CONNEAUT, OH., INC.
	MELDISCO K-M CONNERSVILLE IND INC
	MELDISCO K-M CONOVER, NC., INC.
	MELDISCO K-M CONWAY, S.C., INC.

Case No.	Debtor
	MELDISCO K-M COOS BAY, ORE., INC.
	MELDISCO K-M CORAOPOLIS, PA., INC.
	MELDISCO K-M CORBIN, KY., INC.
	MELDISCO K-M CORINTH, MS., INC.
	MELDISCO K-M CORNELIA, GA., INC.
	MELDISCO K-M CORONA, CALIF., INC.
	MELDISCO K-M CORTLAND, N.Y., INC.
	MELDISCO K-M CORUNNA, MICH., INC.
	MELDISCO K-M CORVALLIS, OR., INC.
	MELDISCO K-M COUNCIL BLUFFS, IOWA, INC.
	MELDISCO K-M COUNTY LINE RD., CA., INC.
	MELDISCO K-M COVINGTON, VA., INC.
	MELDISCO K-M COX CREEK, AL., INC.
	MELDISCO K-M CRAIG, COLO., INC.
	MELDISCO K-M CRANSTON, R.I., INC.
	MELDISCO K-M CROFTON, MD., INC.
	MELDISCO K-M CROMWELL, CONN., INC.
	MELDISCO K-M CROSSTOWN RD., GA., INC.
	MELDISCO K-M CROSSVILLE, TENN., INC.
	MELDISCO K-M CUDAHY, CALIF., INC.
	MELDISCO K-M CULLMAN, ALA., INC.
	MELDISCO K-M DALTON, GA., INC.
	MELDISCO K-M DANVILLE, KY., INC.
	MELDISCO K-M DAVENPORT, IA., INC.
	MELDISCO K-M DAVIE, FLA., INC.
	MELDISCO K-M DAVIS RD., CA., INC.
	MELDISCO K-M DAWSON RD., GA., INC.
	MELDISCO K-M DAYTON, OHIO, INC.
	MELDISCO K-M DE LAND, FLA., INC.
	MELDISCO K-M DECATUR IND INC
	MELDISCO K-M DECATUR, ALA., INC.
	MELDISCO K-M DEFIANCE, OH., INC.
	MELDISCO K-M DELL RANGE BLVD., WY., INC.
	MELDISCO K-M DEMING, N.M. INC.
	MELDISCO K-M DEPEW, N.Y., INC.
	MELDISCO K-M DEPTFORD, N.J., INC.
	MELDISCO K-M DESERT HOT SPRINGS, CA., INC.
	MELDISCO K-M DETROIT LAKES, MN., INC.
	MELDISCO K-M DEVILS LK., N.D., INC.
	MELDISCO K-M DEWITT, N.Y., INC.
	MELDISCO K-M DIAMOND BAR, CALIF., INC.
	MELDISCO K-M DICKINSON, N.D., INC.
	MELDISCO K-M DICKSON, TENN., INC.
	MELDISCO K-M DIVISION ST. W. VA., INC.
	MELDISCO K-M DONELSON, TENN, INC.
	MELDISCO K-M DOTHAN, ALA., INC.
	MELDISCO K-M DOUGLAS AVE., WI., INC.
	MELDISCO K-M DOUGLASVILLE, GA., INC.
	MELDISCO K-M DOVER, DEL., INC.
	MELDISCO K-M DOYLESTOWN, PA., INC.
	MELDISCO K-M DRAPER, UT., INC.
	MELDISCO K-M DRAYTON PLAINS, MICH., INC.
	MELDISCO K-M DUBOIS, PA., INC.
	MELDISCO K-M DULUTH, MINN., INC.
	MELDISCO K-M DUNDAS, MN., INC.
	MELDISCO K-M DURHAM, NC., INC.
	MELDISCO K-M E. 10TH ST., S.D., INC.
	MELDISCO K-M E. 51ST ST., OKLA., INC.
	MELDISCO K-M E. BALTIMORE ST., MD., INC.
	MELDISCO K-M E. BROAD ST., ALA., INC.
	MELDISCO K-M E. GREENVILLE BLVD., N.C., INC.
	MELDISCO K-M E. HIGH ST., PA., INC.
	MELDISCO K-M E. MAIN ST., ARIZ., INC.
	MELDISCO K-M E. MARIPOSA RD., CA., INC.
	MELDISCO K-M E. STROUDSBURG, PA., INC.
	MELDISCO K-M EAGLEVILLE, PA., INC.
	MELDISCO K-M EASLEY, S.C., INC.
	MELDISCO K-M EAST LIVERPOOL, OHIO, INC.
	MELDISCO K-M EASTERN REGIONAL S.C., P.R., INC.
	MELDISCO K-M EASTON, PA., INC.
	MELDISCO K-M EDGEWOOD, PA., INC.
	MELDISCO K-M EL MONTE WAY, CA., INC.

Case No.	Debtor
	MELDISCO K-M EL PASO, TX., INC.
	MELDISCO K-M ELIZABETHTOWN, KY., INC.
	MELDISCO K-M ELIZABETHTOWN, PA., INC.
	MELDISCO K-M ELKINS, W.VA., INC.
	MELDISCO K-M ELKO, NV., INC.
	MELDISCO K-M ELKTON, MD., INC.
	MELDISCO K-M ELKVIEW, W.V., INC.
	MELDISCO K-M ELLENTON, FL., INC.
	MELDISCO K-M ELLICOTT CITY, MD., INC.
	MELDISCO K-M ELMWOOD PARK, N.J., INC.
	MELDISCO K-M ELWOOD IND INC
	MELDISCO K-M EMMET ST., NEB., INC.
	MELDISCO K-M ENDICOTT, N.Y., INC.
	MELDISCO K-M ENGLEWOOD, OHIO, INC.
	MELDISCO K-M ENID, OKLA., INC.
	MELDISCO K-M ENOLA, PA., INC.
	MELDISCO K-M EPHRATA, PA., INC.
	MELDISCO K-M ERIE HWY., OH., INC.
	MELDISCO K-M ESCANABA, MICH., INC.
	MELDISCO K-M EUREKA, CA, INC.
	MELDISCO K-M EXPRESO LAS AMERICAS, PR., INC.
	MELDISCO K-M EXTON, PA, INC.
	MELDISCO K-M FAIRBORN, OHIO, INC.
	MELDISCO K-M FAIRFAX, VA., INC.
	MELDISCO K-M FAIRHAVEN, MASS., INC.
	MELDISCO K-M FAIRMONT, MN., INC.
	MELDISCO K-M FAIRVIEW AVE., IDAHO, INC.
	MELDISCO K-M FALL RIVER, MASS., INC.
	MELDISCO K-M FARMINGTON HILLS, MICH., INC.
	MELDISCO K-M FARMINGTON, N.M., INC.
	MELDISCO K-M FAUKNER RD., CA., INC.
	MELDISCO K-M FAYETTEVILLE RD., N.C., INC.
	MELDISCO K-M FEASTERVILLE, PA., INC.
	MELDISCO K-M FEDERAL HWY., FLA., INC.
	MELDISCO K-M FENTON, MICH., INC.
	MELDISCO K-M FERGUS FALLS, MINN., INC.
	MELDISCO K-M FONTANA, CA., INC.
	MELDISCO K-M FORT ATKINSON, WISC., INC.
	MELDISCO K-M FORT PAYNE, ALA., INC.
	MELDISCO K-M FORT ST. & PA., MI., INC.
	MELDISCO K-M FOSTORIA, OHIO, INC.
	MELDISCO K-M FRACKVILLE, PA., INC.
	MELDISCO K-M FRANKFORT, KY., INC.
	MELDISCO K-M FRANKLIN RD., S.W., VA., INC.
	MELDISCO K-M FRANKLIN, N.C., INC.
	MELDISCO K-M FREEDOM, CALIF., INC.
	MELDISCO K-M FREMONT, OH., INC.
	MELDISCO K-M FRONT ROYAL, VA., INC.
	MELDISCO K-M FT. MITCHELL, KY., INC.
	MELDISCO K-M FT. MORGAN, COLO., INC.
	MELDISCO K-M FT. MYERS, FLA., INC.
	MELDISCO K-M FT. OGLETHORPE, GA., INC.
	MELDISCO K-M FT. PIERCE, FLA., INC.
	MELDISCO K-M FT. SMITH, ARK., INC.
	MELDISCO K-M FT. WALTON BEACH, FLA., INC.
	MELDISCO K-M GALLIPOLIS, OHIO, INC.
	MELDISCO K-M GARDENDALE, ALA., INC.
	MELDISCO K-M GARFIELD HTS., OHIO, INC.
	MELDISCO K-M GARFIELD, MICH., INC.
	MELDISCO K-M GAS CITY IND INC
	MELDISCO K-M GASTONIA, N.C., INC.
	MELDISCO K-M GAYLORD, MICH., INC.
	MELDISCO K-M GENERAL BOOTH BLVD., VA., INC.
	MELDISCO K-M GEORGETOWN, KY., INC.
	MELDISCO K-M GILLETTE, WYO., INC.
	MELDISCO K-M GLASGOW, KY., INC.
	MELDISCO K-M GLASSBORO, N.J., INC.
	MELDISCO K-M GLEN BURNIE, MD., INC.
	MELDISCO K-M GLENDIVE, MONT., INC.
	MELDISCO K-M GLENMONT, N.Y., INC.
	MELDISCO K-M GLENWOOD SPRINGS, COLO., INC.
	MELDISCO K-M GOLDEN GATE PKWY., FL., INC.

Case No.	Debtor
	MELDISCO K-M GOLDENROD RD., N., FL., INC.
	MELDISCO K-M GOLDSBORO, N.C., INC.
	MELDISCO K-M GONZALES, LA., INC.
	MELDISCO K-M GOODLETTSVILLE, TN., INC.
	MELDISCO K-M GOVERNOR PLACE, DE., INC.
	MELDISCO K-M GRAND BLANC, MICH., INC.
	MELDISCO K-M GRAND RAPIDS, MINN., INC.
	MELDISCO K-M GRANDVIEW BLVD., PA., INC.
	MELDISCO K-M GRASS VALLEY, CA., INC.
	MELDISCO K-M GRAY AVE., CALIF., INC.
	MELDISCO K-M GRAYLING, MI, INC.
	MELDISCO K-M GRAYSON, KY., INC.
	MELDISCO K-M GREAT BARRINGTON, MASS., INC.
	MELDISCO K-M GREAT FALLS, MONT., INC.
	MELDISCO K-M GREECE, N.Y., INC.
	MELDISCO K-M GREENVILLE, MI., INC.
	MELDISCO K-M GREENVILLE, MISS., INC.
	MELDISCO K-M GREENVILLE, OHIO, INC.
	MELDISCO K-M GREENWICH, N.Y., INC.
	MELDISCO K-M GREENWOOD IND INC
	MELDISCO K-M GREENWOOD, S.C., INC.
	MELDISCO K-M GRETNA, LA., INC.
	MELDISCO K-M GROVE CITY, OH., INC.
	MELDISCO K-M GUAYAMA, N.Y., INC.
	MELDISCO K-M GULF TO BAY BLVD., FLA., INC.
	MELDISCO K-M HALES CORNERS, WISC., INC.
	MELDISCO K-M HALSTEAD ST., MICH., INC.
	MELDISCO K-M HAMILTON, MT., INC.
	MELDISCO K-M HAMPTON, VA., INC.
	MELDISCO K-M HANOVER, PA., INC.
	MELDISCO K-M HARDING HIGHWAY, OH., INC.
	MELDISCO K-M HARLINGEN, TX., INC.
	MELDISCO K-M HARRISON, OH., INC.
	MELDISCO K-M HASTINGS, MI., INC.
	MELDISCO K-M HASTINGS, NEB., INC.
	MELDISCO K-M HAVRE, MONT., INC.
	MELDISCO K-M HAYWARD, CALIF., INC.
	MELDISCO K-M HELENA, MONT., INC.
	MELDISCO K-M HEMET, CALIF., INC.
	MELDISCO K-M HENDERSON, NEV., INC.
	MELDISCO K-M HENDERSONVILLE, N.C., INC.
	MELDISCO K-M HENDERSONVILLE, TENN., INC.
	MELDISCO K-M HERKIMER, N.Y., INC.
	MELDISCO K-M HERMITAGE, PA., INC.
	MELDISCO K-M HERNDON, VA., INC.
	MELDISCO K-M HERTEL AVE., N.Y., INC.
	MELDISCO K-M HESPERIA, CA., INC.
	MELDISCO K-M HIGH POINT, N.C., INC.
	MELDISCO K-M HIGH RIDGE, MO., INC.
	MELDISCO K-M HIGHWAY 58, TENN., INC.
	MELDISCO K-M HILLCREST DR. CONNECTOR, GA., INC.
	MELDISCO K-M HILLMAN ST., CA., INC.
	MELDISCO K-M HILLTOP DR., CALIF., INC.
	MELDISCO K-M HOBBS, N.M., INC.
	MELDISCO K-M HOLLISTER, CA., INC.
	MELDISCO K-M HOLMES, PA., INC.
	MELDISCO K-M HOLYOKE, MASS., INC.
	MELDISCO K-M HONESDALE, PA., INC.
	MELDISCO K-M HONOLULU, N.Y., INC.
	MELDISCO K-M HOOKSETT, N.H., INC.
	MELDISCO K-M HOPKINSVILLE, KY., INC.
	MELDISCO K-M HORSEHEADS, N.Y., INC.
	MELDISCO K-M HOUMA, LA., INC.
	MELDISCO K-M HOWELL, N.J., INC.
	MELDISCO K-M HUMMELSTOWN, PA., INC.
	MELDISCO K-M HUNT RD., OHIO, INC.
	MELDISCO K-M HUNTINGTON IND INC
	MELDISCO K-M HUNTINGTON, W.VA., INC.
	MELDISCO K-M HUNTS BRIDGE RD., S.C., INC.
	MELDISCO K-M HURON, S.D., INC.
	MELDISCO K-M HUTCHINSON, KAN., INC.
	MELDISCO K-M HWY 51 N WISC., INC.

Case No.	Debtor
	MELDISCO K-M HWY. #127, KY., INC.
	MELDISCO K-M HWY. 33, VA., INC.
	MELDISCO K-M HWY. 89 AT I-67/167, AR., INC.
	MELDISCO K-M HYANNIS, MASS., INC.
	MELDISCO K-M HYATTSVILLE MD., INC.
	MELDISCO K-M IDAHO FALLS, ID., INC.
	MELDISCO K-M INDIAN RIPPLE RD., OHIO, INC.
	MELDISCO K-M INDIANA, PA., INC.
	MELDISCO K-M INDIANAPOLIS IN INC
	MELDISCO K-M INDIO, CA., INC.
	MELDISCO K-M INTERNATIONAL FALLS, MN., INC.
	MELDISCO K-M INVERNESS, FL., INC.
	MELDISCO K-M IONIA, MICH., INC.
	MELDISCO K-M IRMO, S.C., INC.
	MELDISCO K-M ITHACA, N.Y., INC.
	MELDISCO K-M IWILEI, HI., INC.
	MELDISCO K-M JACKSON, MICH., INC.
	MELDISCO K-M JACKSON, TENN., INC.
	MELDISCO K-M JACKSON, WY., INC.
	MELDISCO K-M JACKSONVILLE, FLA., INC.
	MELDISCO K-M JACKSONVILLE, N.C., INC.
	MELDISCO K-M JAMESTOWN, N.D., INC.
	MELDISCO K-M JASPER, ALA., INC.
	MELDISCO K-M JEFFERSON CITY, MO., INC.
	MELDISCO K-M JEFFERSONVILLE, IND., INC.
	MELDISCO K-M JERSEY CITY, N.J., INC.
	MELDISCO K-M JESUP, GA., INC.
	MELDISCO K-M JOHNSON CITY, TN., INC.
	MELDISCO K-M JOHNSON FERRY RD., GA., INC.
	MELDISCO K-M JONESBORO, ARK., INC.
	MELDISCO K-M JONESBORO, GA., INC.
	MELDISCO K-M JUAN DIAZ, P.R., INC.
	MELDISCO K-M KALISPELL, MO., INC.
	MELDISCO K-M KATELLA AVE., CA., INC.
	MELDISCO K-M KEARNEY, N.J., INC.
	MELDISCO K-M KEARNS, UT., INC.
	MELDISCO K-M KEARNY, MO., INC.
	MELDISCO K-M KENT, WASH., INC.
	MELDISCO K-M KENTON, OHIO, INC.
	MELDISCO K-M KEY WEST, FL., INC.
	MELDISCO K-M KILL DEVIL HILLS, NC., INC.
	MELDISCO K-M KILLEEN, TX., INC.
	MELDISCO K-M KINGMAN, ARIZ., INC.
	MELDISCO K-M KINGSBURG, CA., INC.
	MELDISCO K-M KINGSLAND, GA., INC.
	MELDISCO K-M KINGSPORT, TENN., INC.
	MELDISCO K-M KINSTON, N. C., INC.
	MELDISCO K-M KISSIMMEE, FLA., INC.
	MELDISCO K-M KLAMATH FALLS, ORE., INC.
	MELDISCO K-M KOKOMO, IN., INC.
	MELDISCO K-M KONA (KAILUA), N.Y., INC.
	MELDISCO K-M LA PORTE IND INC
	MELDISCO K-M LACEY, WASH., INC.
	MELDISCO K-M LACKAWANNA, N.Y., INC.
	MELDISCO K-M LAKE HAVASU CITY, AZ., INC.
	MELDISCO K-M LAKE MARY, FL., INC.
	MELDISCO K-M LAKE ORION, MICH., INC.
	MELDISCO K-M LAKE PARK, FLA., INC.
	MELDISCO K-M LAKE ST., MINN., INC.
	MELDISCO K-M LAKE TAHOE, CA., INC.
	MELDISCO K-M LAKEPORT, CA., INC.
	MELDISCO K-M LANCASTER, OHIO, INC.
	MELDISCO K-M LANCASTER, PA., INC.
	MELDISCO K-M LANCASTER, S.C., INC.
	MELDISCO K-M LANGHORNE, PA., INC.
	MELDISCO K-M LANTANA, FLA., INC.
	MELDISCO K-M LAPEER, MICH., INC.
	MELDISCO K-M LARAMIE, WY., INC.
	MELDISCO K-M LAREDO, TX., INC.
	MELDISCO K-M LAS CRUCES, N.M., INC.
	MELDISCO K-M LAUREL MALL - ROUTE 93, PA., INC.
	MELDISCO K-M LAWTON, OKLA., INC.

Case No.	Debtor
	MELDISCO K-M LAYTON, UT., INC.
	MELDISCO K-M LEAVENWORTH, KS., INC.
	MELDISCO K-M LEBANON, TENN., INC.
	MELDISCO K-M LEECHBURG, PA., INC.
	MELDISCO K-M LEE'S SUMMIT, MO., INC.
	MELDISCO K-M LEM TURNER RD., FLA., INC.
	MELDISCO K-M LEMOORE, CA., INC.
	MELDISCO K-M LENEXA, KS., INC.
	MELDISCO K-M LEVITTOWN, NY., INC.
	MELDISCO K-M LEWISBURG, WV., INC.
	MELDISCO K-M LEWISTON, ID., INC.
	MELDISCO K-M LEXINGTON, SC., INC.
	MELDISCO K-M LIBERTY, MO., INC.
	MELDISCO K-M LIHUE (KAUAI), N.Y., INC.
	MELDISCO K-M LIMONITE AVENUE, CA., INC.
	MELDISCO K-M LITTLE CREEK RD., VA., INC.
	MELDISCO K-M LOCK HAVEN, PA., INC.
	MELDISCO K-M LODI, CA., INC.
	MELDISCO K-M LODI, N.J., INC.
	MELDISCO K-M LOGAN, UTAH., INC.
	MELDISCO K-M LONDON, KY., INC.
	MELDISCO K-M LONDON, OHIO, INC.
	MELDISCO K-M LONG BEACH, MS., INC.
	MELDISCO K-M LONGMONT, COLO., INC.
	MELDISCO K-M LONGVIEW, TX., INC.
	MELDISCO K-M LORAIN, OH., INC.
	MELDISCO K-M LOS ANGELES, CA., INC.
	MELDISCO K-M LOS BANOS, CA., INC.
	MELDISCO K-M LOS COLOBOS, N.Y., INC.
	MELDISCO K-M LOS ROMEROS AVE., N.Y., INC.
	MELDISCO K-M LOUISVILLE, KY., INC.
	MELDISCO K-M LOVELAND, COLO., INC.
	MELDISCO K-M LUFKIN, TX., INC.
	MELDISCO K-M LUMBERTON, N.C., INC.
	MELDISCO K-M LUTZ, FL., INC.
	MELDISCO K-M MAAG AVE., CA., INC.
	Meldisco K-M Mac Arthur Town Ctr., PA., Inc.
	MELDISCO K-M MACON, GA., INC.
	MELDISCO K-M MADAWASKA, MAINE, INC.
	MELDISCO K-M MADISON HGTS, MICH., INC.
	MELDISCO K-M MADISON ST., TN., INC.
	MELDISCO K-M MADISON, N.C., INC.
	MELDISCO K-M MADISON, OHIO, INC.
	MELDISCO K-M MADISONVILLE, KY., INC.
	MELDISCO K-M MAIN ST., CA., INC.
	MELDISCO K-M MAIN ST., WISC., INC.
	MELDISCO K-M MALL BLVD., PA., INC.
	MELDISCO K-M MALL DRIVE, OH., INC.
	MELDISCO K-M MALONE, N.Y., INC.
	MELDISCO K-M MANAHAWKIN, N.J., INC.
	MELDISCO K-M MANASSAS, VA., INC.
	MELDISCO K-M MANDEVILLE, LA., INC.
	MELDISCO K-M MANHATTAN, KS., INC.
	MELDISCO K-M MANTECA, CA., INC.
	MELDISCO K-M MANTUA, N.J., INC.
	MELDISCO K-M MAPLEWOOD, MO., INC.
	MELDISCO K-M MARATHON, FLA., INC.
	MELDISCO K-M MARIETTA, OH., INC.
	MELDISCO K-M MARINE CITY, MI., INC.
	MELDISCO K-M MARKET PLACE, AL., INC.
	MELDISCO K-M MARLTON, N.J., INC.
	MELDISCO K-M MARSHALL, MN., INC.
	MELDISCO K-M MARSHALLTOWN, IOWA, INC.
	MELDISCO K-M MARTELL, CA., INC.
	MELDISCO K-M MARTINEZ, GA., INC.
	MELDISCO K-M MARTINSBURG, W. VA., INC.
	MELDISCO K-M MARYLAND AVE., MINN., INC.
	MELDISCO K-M MARYSVILLE, WA., INC.
	MELDISCO K-M MARYVILLE, TENN., INC.
	MELDISCO K-M MASON CITY, IOWA, INC.
	MELDISCO K-M MATAMORAS, PA., INC.
	MELDISCO K-M MAULDIN, S.C., INC.

Case No.	Debtor
	MELDISCO K-M MAUSTON, WI., INC.
	MELDISCO K-M MAYAGUEZ, PR., INC.
	MELDISCO K-M MAYNARDVILLE PIKE, TN., INC.
	MELDISCO K-M MAYSVILLE, KY., INC.
	MELDISCO K-M MCALLEN, TX., INC.
	MELDISCO K-M MCGALLIARD RD IND INC
	MELDISCO K-M MCKINLEYVILLE, CA., INC.
	MELDISCO K-M McMURRAY, PA., INC.
	MELDISCO K-M MEADEVILLE, PA., INC.
	MELDISCO K-M MEDFORD, WI., INC.
	MELDISCO K-M MENOMINEE, MICH., INC.
	MELDISCO K-M MENOMONEE FALLS, WISC., INC.
	MELDISCO K-M MENTOR, OHIO, INC.
	MELDISCO K-M MERAUX, LA., INC.
	MELDISCO K-M MERCERVILLE RD., N.J., INC
	MELDISCO K-M MERRILLVILLE INC
	MELDISCO K-M METROTECH DR., VA., INC.
	MELDISCO K-M MIAMI, FLA., INC.
	MELDISCO K-M MIAMISBURG, OHIO, INC.
	MELDISCO K-M MIDDLE ISLAND, N.Y., INC.
	MELDISCO K-M MIDDLETOWN, OHIO, INC.
	MELDISCO K-M MIDLAND, MICH., INC.
	MELDISCO K-M MIDLOTHIAN TPKE., VA., INC.
	MELDISCO K-M MIDWAY PARK, N.C., INC.
	MELDISCO K-M MILFORD, CT., INC.
	MELDISCO K-M MILFORD, MASS., INC.
	MELDISCO K-M MILFORD, MI., INC.
	MELDISCO K-M MILFORD, OHIO, INC.
	MELDISCO K-M MILTON, FLA., INC.
	MELDISCO K-M MINNETONKA, MINN., INC.
	MELDISCO K-M MISSION BELL, FLA., INC.
	MELDISCO K-M MISSION, TX., INC.
	MELDISCO K-M MISSOULA, MONT., INC.
	MELDISCO K-M MITCHELL, S.D., INC.
	MELDISCO K-M MODESTA, CAL., INC.
	MELDISCO K-M MOJAVE, CA., INC.
	MELDISCO K-M MONROE, N. C., INC.
	MELDISCO K-M MONTANA BLVD., TX., INC.
	MELDISCO K-M MONTAUK HWY. N.Y., INC.
	MELDISCO K-M MONTGOMERY BLVD., N. M., INC.
	MELDISCO K-M MONTICELLO, MN., INC.
	MELDISCO K-M MOON TOWNSHIP, PA., INC.
	MELDISCO K-M MOORESTOWN, N.J., INC.
	MELDISCO K-M MOORHEAD, MINN., INC.
	MELDISCO K-M MOOSIC, PA., INC.
	MELDISCO K-M MOREHEAD CITY, N.C., INC.
	MELDISCO K-M MORGANTON, N.C., INC.
	MELDISCO K-M MORGANTOWN, WV, INC.
	MELDISCO K-M MORRISTOWN, TENN., INC.
	MELDISCO K-M MT. AIRY, N.C., INC.
	MELDISCO K-M MT. PLEASANT, MICH., INC.
	MELDISCO K-M MT. PLEASANT, PA., INC.
	MELDISCO K-M MT. PLEASANT, S.C., INC.
	MELDISCO K-M MT. VERNON, OHIO, INC.
	MELDISCO K-M MTN. LAUREL PLAZA, PA., INC.
	MELDISCO K-M MURDOCK, FL., INC.
	MELDISCO K-M MURFREESBORO, TENN., INC.
	MELDISCO K-M MURRELLS INLET, SC., INC.
	MELDISCO K-M MUSCLE SHOALS, ALA., INC.
	MELDISCO K-M MUSKOGEE, OKLA., INC.
	MELDISCO K-M N. 32 ST., ARIZ., INC.
	MELDISCO K-M N. ANDRESEN RD., WASH., INC.
	MELDISCO K-M N. ARROWOOD ST., S.C., INC.
	MELDISCO K-M N. AUGUSTA, S.C., INC.
	MELDISCO K-M N. AVE., COLO., INC.
	MELDISCO K-M N. BROAD ST., N.C., INC.
	MELDISCO K-M N. CHINA LAKE BLVD., CA., INC.
	MELDISCO K-M N. COLUMBIA, GA., INC.
	MELDISCO K-M N. COURT ST., OH., INC.
	MELDISCO K-M N. DALE-MABRY, HWY., FLA, INC.
	MELDISCO K-M N. EXPRESSWAY, TX., INC.
	MELDISCO K-M N. GRATIOT AVE., MICH., INC.

Case No.	Debtor
	MELDISCO K-M N. MIAMI BEACH, FL., INC.
	MELDISCO K-M N. PLAINFIELD, N.J., INC.
	MELDISCO K-M N. TYLER ST., KS., INC.
	MELDISCO K-M N.LAS VEGAS, NEV., INC.
	MELDISCO K-M NAMPA, ID., INC.
	MELDISCO K-M NAPLES, FLA., INC.
	MELDISCO K-M NASHUA, NH., INC.
	MELDISCO K-M NASHVILLE, TN., INC.
	MELDISCO K-M NATCHEZ, MS., INC.
	MELDISCO K-M NATIONAL RD IND INC
	MELDISCO K-M NAZARETH PIKE, PA., INC.
	MELDISCO K-M NEPTUNE BEACH, FLA., INC.
	MELDISCO K-M NEW ALBANY IN INC
	MELDISCO K-M NEW BOSTON, OHIO, INC.
	MELDISCO K-M NEW CASTLE, PA., INC.
	MELDISCO K-M NEW HARTFORD, N.Y., INC.
	MELDISCO K-M NEW IBERIA, LA, INC.
	MELDISCO K-M NEW LEBANON, OH., INC.
	MELDISCO K-M NEW SMYRNA BEACH, FLA., INC.
	MELDISCO K-M NEWARK, CALIF., INC.
	MELDISCO K-M NEWBURYPORT, MASS., INC.
	MELDISCO K-M NEWPORT NEWS, VA., INC.
	MELDISCO K-M NEWPORT, KY., INC.
	MELDISCO K-M NINE MILE RD., VA., INC.
	MELDISCO K-M NOGALES, ARIZ., INC.
	MELDISCO K-M NORRISTOWN, PA., INC.
	MELDISCO K-M NORTH BERGEN, N.J., INC.
	MELDISCO K-M NORTH BLVD., N.C., INC.
	MELDISCO K-M NORTH CANTON, OHIO, INC.
	MELDISCO K-M NORTH KENT MALL, MICH., INC.
	MELDISCO K-M NORTHERN AVE., ARIZ., INC.
	MELDISCO K-M NORTHPORT, AL., INC.
	MELDISCO K-M NORWALK, OHIO, INC.
	MELDISCO K-M OAK HARBOR, WA., INC.
	MELDISCO K-M OAK HILL, WV., INC.
	MELDISCO K-M OAK PARK, MI., INC.
	MELDISCO K-M OAK RIDGE, TENN., INC.
	MELDISCO K-M OAKDALE, MINN., INC.
	MELDISCO K-M OCONOMOWOC, WI., INC.
	MELDISCO K-M OELWEIN, IOWA, INC.
	MELDISCO K-M O'FALLON, MO., INC.
	MELDISCO K-M OLATHE, KS., INC.
	MELDISCO K-M OLENTANGY RIVER ROAD, OHIO, INC.
	MELDISCO K-M OMAHA, NEB., INC.
	MELDISCO K-M ONTARIO, ORE., INC.
	MELDISCO K-M ONTARIO,CA., INC.
	MELDISCO K-M ORANGE CITY, FL., INC.
	MELDISCO K-M ORANGE PARK, FLA., INC.
	MELDISCO K-M ORANGEBURG, S.C., INC.
	MELDISCO K-M OREGON AVE., PA., INC.
	MELDISCO K-M OREM UTAH, INC.
	MELDISCO K-M OSCODA, MI, INC.
	MELDISCO K-M OTTUMWA, IOWA, INC.
	MELDISCO K-M OUTER LOOP, KY., INC.
	MELDISCO K-M OVERTON CROSSING, TENN., INC.
	MELDISCO K-M OWNESBORO, KY., INC.
	MELDISCO K-M OXON HILL, MD., INC.
	MELDISCO K-M PACE PARKWAY, GA., INC.
	MELDISCO K-M PADUCAH, KY., INC.
	MELDISCO K-M PAINTSVILLE, KY., INC.
	MELDISCO K-M PALATKA, FLA., INC.
	MELDISCO K-M PALM BAY, FLA., INC.
	MELDISCO K-M PALMER PARK BLVD., CO., INC.
	MELDISCO K-M PALMER, MASS., INC.
	MELDISCO K-M PALMETTO PK. RD., FLA, INC.
	MELDISCO K-M PANAMA CITY, FLA., INC.
	MELDISCO K-M PARADISE, CA., INC.
	MELDISCO K-M PARAMUS, N.J., INC.
	MELDISCO K-M PARKERSBURG W. VA., INC.
	MELDISCO K-M PARKMAN RD. NW, OHIO, INC.
	MELDISCO K-M PARRISH AVE., KY., INC.
	MELDISCO K-M PARSIPPANY, N.J., INC.

Case No.	Debtor
	MELDISCO K-M PASADENA, MD., INC.
	MELDISCO K-M PELL CITY, AL., INC.
	MELDISCO K-M PENSACOLA, FLA., INC.
	MELDISCO K-M PEORIA, ARIZ., INC.
	MELDISCO K-M PERRY, FLA., INC.
	MELDISCO K-M PERRYSBURG, OH., INC.
	MELDISCO K-M PERU IND INC
	MELDISCO K-M PETALUMA, CA., INC.
	MELDISCO K-M PETERS CREEK PKY., N.C. INC.
	MELDISCO K-M PHENIX CITY, ALA., INC.
	MELDISCO K-M PHILADELPHIA, PA., INC.
	MELDISCO K-M PIERRE, S.D., INC.
	MELDISCO K-M PIKEVILLE, KY., INC.
	MELDISCO K-M PINE ISLAND BLVD., FL., INC.
	MELDISCO K-M PINEVILLE, LA., INC.
	MELDISCO K-M PINEVILLE, N.C., INC.
	MELDISCO K-M PINOLE, CA., INC.
	MELDISCO K-M PIQUA, OHIO, INC.
	MELDISCO K-M PITTSBURGH, PA., INC.
	MELDISCO K-M PLACERVILLE, CA., INC.
	MELDISCO K-M PLATTE WOODS, MO., INC.
	MELDISCO K-M PLATTEVILLE, WISC., INC.
	MELDISCO K-M PLAZA CARIBE MALL, P.R., INC.
	MELDISCO K-M PLAZA MALL, NJ., INC.
	MELDISCO K-M PLEASANTVILLE, N.J., INC.
	MELDISCO K-M PLYMOUTH, IN., INC.
	MELDISCO K-M POCATELLO, INC.
	MELDISCO K-M POMPANO BEACH, FL., INC.
	MELDISCO K-M PONTIAC, MICH., INC.
	MELDISCO K-M PORT ORANGE, FLA., INC.
	MELDISCO K-M PORT ROYAL, FLA., INC.
	MELDISCO K-M PORTAGE IN INC
	MELDISCO K-M PORTAGE RD., OHIO, INC.
	MELDISCO K-M PORTAGE, MICH., INC.
	MELDISCO K-M PORTLAND, TX., INC.
	MELDISCO K-M POUGHKEEPSIE, N.Y., INC.
	MELDISCO K-M POWAY, CA., INC.
	MELDISCO K-M POWER RD., AZ., INC.
	MELDISCO K-M PR #22 & PR #18, PR., INC.
	MELDISCO K-M PR 20 & ESMERALDA, PR., INC.
	MELDISCO K-M PRESCOTT VALLEY, HWY., #69, AZ., INC.
	MELDISCO K-M PRESCOTT, ARIZ., INC.
	MELDISCO K-M PRICE, UT., INC.
	MELDISCO K-M PROVO, UT., INC.
	MELDISCO K-M PUTNAM, CONN., INC.
	MELDISCO K-M PUYALLUP, WASH., INC.
	MELDISCO K-M PYRAMID MALL, N.Y., INC.
	MELDISCO K-M QUAKERTOWN, PA., INC.
	MELDISCO K-M QUEENSBURY, N.Y., INC.
	MELDISCO K-M RACINE, WISC., INC.
	MELDISCO K-M RAFAEL CORDERO AVE. & STATE HWY. #30, PR., INC.
	MELDISCO K-M RAINBOW CITY, ALA., INC.
	MELDISCO K-M RANCHO CORDOVA, CA., INC.
	MELDISCO K-M RATON, N. M., INC.
	MELDISCO K-M READING, PA., INC.
	MELDISCO K-M RED OAK, IOWA, INC.
	MELDISCO K-M REDLANDS, CA., INC.
	MELDISCO K-M REDWOOD CITY, CA., INC.
	MELDISCO K-M REED ROAD, PA., INC.
	MELDISCO K-M REHOBOTH BEACH, DE., INC.
	MELDISCO K-M REIDSVILLE, N.C., INC.
	MELDISCO K-M RENO, PA., INC.
	MELDISCO K-M RENSSELAER, N.Y. INC.
	MELDISCO K-M REXBURG, IDAHO, INC.
	MELDISCO K-M REYNOLDSBURG, OHIO, INC.
	MELDISCO K-M RHINELANDER, WISC., INC.
	MELDISCO K-M RICE LAKE, WISC., INC.
	MELDISCO K-M RICHFIELD, MINN., INC.
	MELDISCO K-M RICHFIELD, UT., INC.
	MELDISCO K-M RICHLANDS, VA., INC.
	MELDISCO K-M RICHMOND, MICH., INC.
	MELDISCO K-M RICHMOND, VA., INC.

Case No.	Debtor
	MELDISCO K-M RIDGE RD., N.Y., INC.
	MELDISCO K-M RIO GRANDE, N.J., INC.
	MELDISCO K-M RIO PIEDRAS, PR., INC.
	MELDISCO K-M RIO RANCHO, NM., INC.
	MELDISCO K-M RIPON, WI., INC.
	MELDISCO K-M RIVERSIDE, CALIF., INC.
	MELDISCO K-M RIVERTON, WYO., INC.
	MELDISCO K-M ROANOKE, VA., INC.
	MELDISCO K-M ROBERT ST., MINN., INC.
	MELDISCO K-M ROCHESTER, MICH., INC.
	MELDISCO K-M ROCHESTER, N.H., INC.
	MELDISCO K-M ROCK HILL, S.C., INC.
	MELDISCO K-M ROCK SPRINGS, WYO., INC.
	MELDISCO K-M ROCKLIN, CA., INC.
	MELDISCO K-M RODNEY PARHAM RD., ARK., INC.
	MELDISCO K-M ROMEO, MICH., INC.
	MELDISCO K-M ROOSEVELT BLVD., PA., INC.
	MELDISCO K-M ROSEBURG, OR., INC.
	MELDISCO K-M ROSS CLARK CIRCLE, ALA., INC.
	MELDISCO K-M ROSWELL, N.M., INC.
	MELDISCO K-M ROUTE 10, MISS., INC.
	MELDISCO K-M ROUTE 118 & DOWNING DR., N.Y., INC.
	MELDISCO K-M RUSSELLVILLE, ARK., INC.
	MELDISCO K-M RUTLAND, VT., INC.
	MELDISCO K-M S. CLEARVIEW PKWY., LA., INC.
	MELDISCO K-M S. E. QUADRANT OUTWATER LANE AT RANDOLPH AVE., NJ., INC.
	MELDISCO K-M S. MADISON AVE., GA., INC.
	MELDISCO K-M S. ORANGE BLOSSOM TR., FLA., INC.
	MELDISCO K-M S. PLAINFIELD, N.J., INC.
	MELDISCO K-M S. TUNNEL RD., N.C., INC.
	MELDISCO K-M S.R. 128 @ S.R. 2, NY., INC.
	MELDISCO K-M SALISBURY, MD., INC.
	MELDISCO K-M SAN FERNANDO RD., CALIF., INC.
	MELDISCO K-M SAN GERMAN, P.R., INC.
	MELDISCO K-M SAN JOSE BLVD., FLA., INC.
	MELDISCO K-M SAN LEANDRO, CALIF., INC.
	MELDISCO K-M SAN MATEO, CA., INC.
	MELDISCO K-M SAN YSIDRO, CALIFORNIA., INC.
	MELDISCO K-M SAND SPRINGS, OKLA., INC.
	MELDISCO K-M SANDY, UTAH, INC.
	MELDISCO K-M SANFORD, N.C., INC.
	MELDISCO K-M SANTA BARBARA, CA., INC.
	MELDISCO K-M SANTA FE, N.M., INC.
	MELDISCO K-M SARALAND, ALA., INC.
	MELDISCO K-M SARASOTA, FLA., INC.
	MELDISCO K-M SAUGAS, MASS., INC.
	MELDISCO K-M SAVANNAH HWY., S.C., INC.
	MELDISCO K-M SAYRE, PA., INC.
	MELDISCO K-M SCOTT DEPOT, WV., INC.
	MELDISCO K-M SCOTTS VALLEY, CA., INC.
	MELDISCO K-M SCOTTSBLUFF, NEB., INC.
	MELDISCO K-M SCOTTSBORO, ALA., INC.
	MELDISCO K-M SCRANTON CARBONDALE H'WAY, PA., INC.
	MELDISCO K-M SEASIDE, CA., INC.
	MELDISCO K-M SEBRING, FLA., INC.
	MELDISCO K-M SEDALIA, MO., INC.
	MELDISCO K-M SEMINOLE, FLA., INC.
	MELDISCO K-M SENECA, S.C., INC.
	MELDISCO K-M SEVEN HILLS, OHIO, INC.
	MELDISCO K-M SEVENTH ST., MIAMI, FL., INC.
	MELDISCO K-M SEVIERVILLE, TN., INC.
	MELDISCO K-M SHAMOKIN DAM, PA., INC.
	MELDISCO K-M SHAWANO, WI., INC.
	MELDISCO K-M SHAWNEE, OKLA., INC.
	MELDISCO K-M SHEBOYGAN, WISC., INC.
	MELDISCO K-M SHELBURKE RD., VT., INC.
	MELDISCO K-M SHELBY, N.C., INC.
	MELDISCO K-M SHERIDAN, WYO., INC.
	MELDISCO K-M SHIPPENSBURG, PA., INC.
	MELDISCO K-M SHOW LOW, AZ., INC.
	MELDISCO K-M SIDNEY, N.Y., INC.
	MELDISCO K-M SILVER SPRING, MD., INC.

Case No.	Debtor
	MELDISCO K-M SINCLAIR LANE, MD., INC.
	MELDISCO K-M SIOUX CITY, IOWA, INC.
	MELDISCO K-M SMITHFIELD, N.C., INC.
	MELDISCO K-M SMYRNA, TN., INC.
	MELDISCO K-M SOLOMONS ISLAND RD., MD., INC.
	MELDISCO K-M SOLON, OHIO, INC.
	MELDISCO K-M SOMERSET, KY., INC.
	MELDISCO K-M SOMERSET, N.J., INC.
	MELDISCO K-M SOMERVILLE, MASS., INC.
	MELDISCO K-M SOMERVILLE, N.J., INC.
	MELDISCO K-M SOQUEL, CALIF., INC.
	MELDISCO K-M SOUTH BISHOP, MO., INC.
	MELDISCO K-M SOUTH BROADWAY, KS., INC.
	MELDISCO K-M SOUTH HILLS MALL, N.Y., INC.
	MELDISCO K-M SOUTHAVEN, MISS., INC.
	MELDISCO K-M SOUTHBURY, CT., INC.
	MELDISCO K-M SOUTHGATE SQ., VA., INC.
	MELDISCO K-M SPANAWAY, WA., INC.
	MELDISCO K-M SPANISH FORK, UTAH, INC.
	MELDISCO K-M SPEARFISH, SD., INC.
	MELDISCO K-M SPRING VALLEY, CALIF., INC.
	MELDISCO K-M SPRINGBORO, OH., INC.
	MELDISCO K-M SPRINGDALE, ARK., INC.
	MELDISCO K-M SPRINGFIELD, MA., INC.
	MELDISCO K-M SPRINGFIELD, MO., INC.
	MELDISCO K-M SPRINGFIELD, OHIO, INC.
	MELDISCO K-M SPRINGFIELD, ORE., INC.
	MELDISCO K-M SPRINGFIELD, VA., INC.
	MELDISCO K-M ST ALBANS W. VA., INC.
	MELDISCO K-M ST JOHN IN INC
	MELDISCO K-M ST. AUGUSTINE, FLA., INC.
	MELDISCO K-M ST. CLAIRSVILLE, OH., INC.
	MELDISCO K-M ST. CLOUD, MN., INC.
	MELDISCO K-M ST. CROIX, N.Y., INC.
	MELDISCO K-M ST. GEORGE, UT., INC.
	MELDISCO K-M ST. JOHNS, MI., INC.
	MELDISCO K-M ST. JOSEPH, MO., INC.
	MELDISCO K-M ST. PETERSBURG, FLA., INC.
	MELDISCO K-M STADIUM DR., MICH., INC.
	MELDISCO K-M STATE ROUTE 481, N.Y., INC.
	MELDISCO K-M STATEN ISLAND, N.Y., INC.
	MELDISCO K-M STEVENS POINT, WISC., INC.
	MELDISCO K-M STRAFFORD-WAYNE, PA., INC.
	MELDISCO K-M STREETSBORO, OH., INC.
	MELDISCO K-M STUART, FLA., INC.
	MELDISCO K-M STURGIS, MICH., INC.
	MELDISCO K-M SUMMIT TOWNE CTR., PA., INC.
	MELDISCO K-M SUMTER, S.C., INC.
	MELDISCO K-M SUNLAND, CA., INC.
	MELDISCO K-M SUNNY ISLE SHOPPING CTR. CHRISTIANSTED, V.I., INC.
	MELDISCO K-M SUNRISE HWY., N.Y., INC.
	MELDISCO K-M SUPERIOR, WISC., INC.
	MELDISCO K-M SWEETWATER, TN., INC.
	MELDISCO K-M SWEETWATER, TX., INC.
	MELDISCO K-M SYKESVILLE, MD., INC.
	MELDISCO K-M TACOMA, WASH., INC.
	MELDISCO K-M TALLMADGE, OHIO, INC.
	MELDISCO K-M TAMIAAMI TRAIL, FLA., INC.
	MELDISCO K-M TAMUNING, GUAM, INC.
	MELDISCO K-M TARPON SPRINGS, FLA., INC.
	MELDISCO K-M TEMECULA, CA., INC.
	MELDISCO K-M TEMPLE CITY, CA., INC.
	MELDISCO K-M TEMPLE TERRACE, FLA., INC.
	MELDISCO K-M TEXARKANA, TX., INC.
	MELDISCO K-M THE DALLES, OR., INC.
	MELDISCO K-M THEODORE, ALA., INC.
	MELDISCO K-M THIEF RIVER FALLS, MINN., INC.
	MELDISCO K-M THORNDAL, PA., INC.
	MELDISCO K-M THREE NOTCH RD., MD., INC.
	MELDISCO K-M TIFTON, GA., INC.
	MELDISCO K-M TITUSVILLE, FL., INC.
	MELDISCO K-M TOLEDO, OHIO, INC.

Case No.	Debtor
	MELDISCO K-M TOLLESON, AZ., INC.
	MELDISCO K-M TOMS RIVER, N.J., INC.
	MELDISCO K-M TORRINGTON, CONN., INC.
	MELDISCO K-M TOWANDA, PA., INC.
	MELDISCO K-M TRAVERSE CITY, MICH., INC.
	MELDISCO K-M TRUJILLO ALTO, P.R., INC.
	MELDISCO K-M TUALATIN, ORE., INC.
	MELDISCO K-M TUCUMCARI, N. M., INC.
	MELDISCO K-M TULLAHOMA, TENN., INC.
	MELDISCO K-M TULSA, OKLA., INC.
	MELDISCO K-M TURNER LAKE RD., GA., INC.
	MELDISCO K-M TUSTIN, CA., INC.
	MELDISCO K-M TWIN FALLS, IDAHO, INC.
	MELDISCO K-M U. S. RTE, 309, PA., INC.
	MELDISCO K-M U.S. HWY. #220 SO., VA., INC.
	MELDISCO K-M U.S. ROUTE 11, PA., INC.
	MELDISCO K-M UNION LAKE, MICH., INC.
	MELDISCO K-M UTICA, MICH., INC.
	MELDISCO K-M VALENCIA, CALIF., INC.
	MELDISCO K-M VALLEY PLAZA, MD., INC.
	MELDISCO K-M VALPARAISO, IND., INC.
	MELDISCO K-M VEGA BAJA, P.R., INC.
	MELDISCO K-M VENICE, FLA., INC.
	MELDISCO K-M VERNAL, UT., INC.
	MELDISCO K-M VERNON, CONN., INC.
	MELDISCO K-M VERO BEACH, FLA., INC.
	MELDISCO K-M VERSAILLES, KY., INC.
	MELDISCO K-M VETERANS MEMORIAL BLVD., LA., INC.
	MELDISCO K-M VINCENNES IND INC
	MELDISCO K-M VINELAND, N.J., INC.
	MELDISCO K-M VIRGINIA, MN., INC.
	MELDISCO K-M W. 65TH ST., OHIO, INC.
	MELDISCO K-M W. 7 MILE RD., MICH., INC.
	MELDISCO K-M W. ALEXIS RD., OHIO, INC.
	MELDISCO K-M W. BASELINE RD., ARIZ., INC.
	MELDISCO K-M W. COVINA, CA., INC.
	MELDISCO K-M W. GREENWAY RD., ARIZ., INC.
	MELDISCO K-M W. LEBANON, N.H., INC.
	MELDISCO K-M W. MARKET ST., N.C., INC.
	MELDISCO K-M W. PATRICK, MD., INC.
	MELDISCO K-M WABASH AVE., MD., INC.
	MELDISCO K-M WADSWORTH, OHIO, INC.
	MELDISCO K-M WALL, NJ., INC.
	MELDISCO K-M WALLA WALLA, WASH., INC.
	MELDISCO K-M WALNUTPORT, PA., INC.
	MELDISCO K-M WARMINSTER, PA., INC.
	MELDISCO K-M WARREN, OHIO, INC.
	MELDISCO K-M WARREN, PA., INC.
	MELDISCO K-M WARSAW IND INC
	MELDISCO K-M WARWICK BLVD., VA., INC.
	MELDISCO K-M WASCO, CA., INC.
	MELDISCO K-M WASHINGTON ST IND INC
	MELDISCO K-M WATERBURY, CONN., INC.
	MELDISCO K-M WATERTOWN, CT., INC.
	MELDISCO K-M WATERTOWN, N.Y., INC.
	MELDISCO K-M WATERVILLE, MAINE, INC.
	MELDISCO K-M WATSON BLVD., GA., INC.
	MELDISCO K-M WAUPACA, WI., INC.
	MELDISCO K-M WAVELAND, MISS., INC.
	MELDISCO K-M WAYCROSS RD., OH., INC.
	MELDISCO K-M WAYNE, N.J. INC.
	MELDISCO K-M WAYNESBORO, PA., INC.
	MELDISCO K-M WAYNESBORO, VA., INC.
	MELDISCO K-M WAYNESVILLE, NC., INC.
	MELDISCO K-M WEBSTER CITY, IOWA, INC.
	MELDISCO K-M WEBSTER, MASS., INC.
	MELDISCO K-M WEBSTER, NY., INC.
	MELDISCO K-M WEIRTON W. VA., INC.
	MELDISCO K-M WELLSVILLE, N.Y., INC.
	MELDISCO K-M WENATCHEE, WASH., INC.
	MELDISCO K-M WEST 3RD ST IND INC
	MELDISCO K-M WEST 3RD ST., CA., INC.

Case No.	Debtor
	MELDISCO K-M WEST ALLIS, WI., INC.
	MELDISCO K-M WEST BABYLON, N.Y., INC.
	MELDISCO K-M WEST BEND, WISC., INC.
	MELDISCO K-M WEST BROADWAY, IN., INC.
	MELDISCO K-M WEST CHESTER, PA., INC.
	MELDISCO K-M WEST STATE ST., N.Y., INC.
	MELDISCO K-M WEST VALLEY CITY, UT., INC.
	MELDISCO K-M WEST VIEW PARK DR., PA., INC.
	MELDISCO K-M WESTLAKE, OHIO, INC.
	MELDISCO K-M WESTWOOD, N.J.
	MELDISCO K-M WEXFORD, PA., INC.
	MELDISCO K-M WHITE BEAR LAKE, MINN., INC.
	MELDISCO K-M WICHITA, KS., INC.
	MELDISCO K-M WILLIAMSBURG, VA., INC.
	MELDISCO K-M WILLIAMSPORT, PA., INC.
	MELDISCO K-M WILLMAR, MINN., INC.
	MELDISCO K-M WILLOW GROVE, PA., INC.
	MELDISCO K-M WILLOW ST., PA., INC.
	MELDISCO K-M WILMINGTON, DE., INC.
	MELDISCO K-M WILMINGTON, N.C., INC.
	MELDISCO K-M WINCHESTER RD., TN., INC.
	MELDISCO K-M WINCHESTER, KY., INC.
	MELDISCO K-M WIND GAP, PA., INC.
	MELDISCO K-M WINONA, MINN., INC.
	MELDISCO K-M WINTER GARDEN, FL., INC.
	MELDISCO K-M WINTER PARK, FLA., INC.
	MELDISCO K-M WINTER SPRINGS, FL., INC.
	MELDISCO K-M WISE, VA., INC.
	MELDISCO K-M WOODBRIDGE, VA., INC.
	MELDISCO K-M WOODBURY AVE., N.H., INC.
	MELDISCO K-M WYTHEVILLE, VA., INC.
	MELDISCO K-M XENIA, OHIO, INC.
	MELDISCO K-M XYLON AVE., MINN., INC.
	MELDISCO K-M YANKTON, S.D., INC.
	MELDISCO K-M ZANESVILLE, OHIO, INC.
	MELDISCO K-M. ACTON, MASS., INC.
	MELDISCO/KM 10405 SOUTH EASTERN AVE., NV., INC.
	MELDISCO/K-M 374 WINDSOR HWY., NY., INC.
	MELDISCO K-M NORTHSIDE DR. E., GA., INC.
	MILES MELDISCO K M FORT WAYNE IND INC
	MILES MELDISCO K. M. GREEN BIRMINGHAM, INC.
	MILES MELDISCO K-M RICHMOND AVE., N.Y., INC.
	MILES MELDISCO K-M 1401 MEMORIAL, ALA., INC.
	MILES MELDISCO K-M 16TH AVENUE, IOWA, INC.
	MILES MELDISCO K-M 1801 SO. 10TH ST., TEX., INC.
	MILES MELDISCO K-M 1860 CENTRAL AVE., N.Y., INC.
	MILES MELDISCO K-M 2873 W., PA., INC.
	MILES MELDISCO K-M 66 ST FLA INC
	MILES MELDISCO K-M 6TH AVE., WASH., INC.
	MILES MELDISCO K-M 72ND ST., WASH., INC.
	MILES MELDISCO K-M 8 MILE DRIVE, MICH., INC.
	MILES MELDISCO K-M 84TH AVE., COLO., INC.
	MILES MELDISCO K-M 9TH ST., FLA., INC.
	MILES MELDISCO K-M ABILENE, TEXAS, INC.
	MILES MELDISCO K-M ACCESS, TENN., INC.
	MILES MELDISCO K-M ALLENTOWN RD., OHIO, INC.
	MILES MELDISCO K-M ANDERSON, S.C., INC.
	MILES MELDISCO K-M ARVADA, COLO., INC.
	MILES MELDISCO K-M AVE., J., CALIF., INC.
	MILES MELDISCO K-M BAGLEY, OHIO, INC.
	MILES MELDISCO K-M BANISTER RD., MO., INC.
	MILES MELDISCO K-M BEACH BLVD FLA INC
	MILES MELDISCO K-M BELLFLOWER, CALIF., INC.
	MILES MELDISCO K-M BELT H'WAY., MO., INC.
	MILES MELDISCO K-M BILLINGS, MONTANA, INC.
	MILES MELDISCO K-M BISCAYNE FLA INC
	MILES MELDISCO K-M BISMARCK, N. DAK., INC.
	MILES MELDISCO K-M BLAND YOUNGSTOWN, INC.
	MILES MELDISCO K-M BLANDING BLVD., FLA., INC.
	MILES MELDISCO K-M BLOOMINGTON IND INC
	MILES MELDISCO K-M BRADENTOWN, FLA., INC.
	MILES MELDISCO K-M BRAGG BLVD., N.C., INC.

Case No.	Debtor
	MILES MELDISCO K-M BROOKLYN, OHIO, INC.
	MILES MELDISCO K-M BURNSIDE RD., ORE., INC.
	MILES MELDISCO K-M BUTLER ST., PA., INC.
	MILES MELDISCO K-M CAPITAL DR., WISC., INC.
	MILES MELDISCO K-M CARLISLE PIKE, PA., INC.
	MILES MELDISCO K-M CASPER, WYO., INC.
	MILES MELDISCO K-M CEDAR ST., MICH., INC.
	MILES MELDISCO K-M CENTRAL AVE., N.M., INC.
	MILES MELDISCO K-M CHANNEL ISLANDS, CALIF., INC.
	MILES MELDISCO K-M CHESAPEAKE, OHIO, INC.
	MILES MELDISCO K-M CIRCLE, KY., INC.
	MILES MELDISCO K-M CITRUS AVE., CALIF., INC.
	MILES MELDISCO K-M CLARKSVILLE IND INC
	MILES MELDISCO K-M CLEVELAND AVE., GA., INC.
	MILES MELDISCO K-M COLLINS RD., IOWA, INC.
	MILES MELDISCO K-M COLUMBIA, S.C., INC.
	MILES MELDISCO K-M COLUMBUS, GA., INC.
	MILES MELDISCO K-M CORAL WAY VILLAGE, FLA., INC.
	MILES MELDISCO K-M COSTA MESA, CALIF. INC.
	MILES MELDISCO K-M CUDAHY, WISC., INC.
	MILES MELDISCO K-M DENVER, INC.
	MILES MELDISCO K-M DEQUINDRE, MICH., INC.
	MILES MELDISCO K-M DES PLAINES, INC.
	MILES MELDISCO K-M DIXIE, KY., INC.
	MILES MELDISCO K-M DORAVILLE, GA., INC.
	MILES MELDISCO K-M DUBUQUE, IOWA, INC.
	MILES MELDISCO K-M EASTLAKE, OHIO, INC.
	MILES MELDISCO K-M EASTWOOD, ALA., INC.
	MILES MELDISCO K-M EAU CLAIR, WISC., INC.
	MILES MELDISCO K-M EL CAJON, CALIF., INC.
	MILES MELDISCO K-M EVERETT, WASH., INC.
	MILES MELDISCO K-M FILMORE COLORADO, INC.
	MILES MELDISCO K-M FITCHBURG MA, INC.
	MILES MELDISCO K-M FLORISSANT, MO., INC.
	MILES MELDISCO K-M FORT COLLINS, COLO., INC.
	MILES MELDISCO K-M FRUITVILLE, PA., INC.
	MILES MELDISCO K-M FT LAUDERDALE INC
	MILES MELDISCO K-M GARDEN CITY, MICH., INC.
	MILES MELDISCO K-M GORDON H'WAY., GA., INC.
	MILES MELDISCO K-M GOVERNMENT BLVD., ALA., INC.
	MILES MELDISCO K-M GREELEY, COLO., INC.
	MILES MELDISCO K-M GREEN BAY, INC.
	MILES MELDISCO K-M GREENFIELD, WISC., INC.
	MILES MELDISCO K-M GROSEBECK, MICH., INC.
	MILES MELDISCO K-M HAINES RD., PA., INC.
	MILES MELDISCO K-M HARBOR CITY, CALIF., INC.
	MILES MELDISCO K-M HARBOR CREEK, PA., INC.
	MILES MELDISCO K-M HARMONT AVE., OHIO, INC.
	MILES MELDISCO K-M HARVLAN CENTER, CALIF., INC.
	MILES MELDISCO K-M HAWTHORNE BLVD., CALIF., INC.
	MILES MELDISCO K-M HAZLET, N.J. INC.
	MILES MELDISCO K-M HIALEAH FLA INC
	MILES MELDISCO K-M HOGAN RD., MAINE, INC.
	MILES MELDISCO K-M HOLLYWOOD FLA INC
	MILES MELDISCO K-M HOWE AVE., CALIF., INC.
	MILES MELDISCO K-M HUBBELL AVE., IOWA, INC.
	MILES MELDISCO K-M H'WAY 24, MO., INC.
	MILES MELDISCO K-M INDIAN SCHOOL, ARIZ., INC.
	MILES MELDISCO K-M INDUSTRIAL RD., CALIF., INC.
	MILES MELDISCO K-M INDUSTRY, CALIF., INC.
	MILES MELDISCO K-M IOWA ST., CALIF., INC.
	MILES MELDISCO K-M JANESTOWN RD., PA., INC.
	MILES MELDISCO K-M JANESVILLE, WISC., INC.
	MILES MELDISCO K-M KEOKUK AVE., IOWA, INC.
	MILES MELDISCO K-M LA CROSSE, WISC., INC.
	MILES MELDISCO K-M LAKE CHARLES, LA., INC.
	MILES MELDISCO K-M LAKE RD., OREGON, INC.
	MILES MELDISCO K-M LINDBERGH ST. LOUIS, INC.
	MILES MELDISCO K-M LOMBARD, ILL., INC.
	MILES MELDISCO K-M MADERA RD., CALIF., INC.
	MILES MELDISCO K-M MADISON, TENN., INC.
	MILES MELDISCO K-M MAGNOLIA, CALIF., INC.

Case No.	Debtor
	MILES MELDISCO K-M MANHATTAN TOLEDO, INC.
	MILES MELDISCO K-M MAPLE AVE., N.C., INC.
	MILES MELDISCO K-M MAPLE RD., MICH., INC.
	MILES MELDISCO K-M MASSILLON, OHIO, INC.
	MILES MELDISCO K-M MATTYDALE, N.Y., INC.
	MILES MELDISCO K-M MCBRIEN RD., TENN., INC.
	MILES MELDISCO K-M MCKINLEY AVE IND INC
	MILES MELDISCO K-M MERRIAM, INC.
	MILES MELDISCO K-M MESA, ARIZ., INC.
	MILES MELDISCO K-M MILITARY NIAG. FALLS, INC.
	MILES MELDISCO K-M MILITARY TRAIL, FLA., INC.
	MILES MELDISCO K-M MINOT, N.D., INC.
	MILES MELDISCO K-M MISSION ST., ORE., INC.
	MILES MELDISCO K-M MOBILE H'WAY, FLA., INC.
	MILES MELDISCO K-M MONMOUTH RD., N.J., INC.
	MILES MELDISCO K-M MONROE, MICH., INC.
	MILES MELDISCO K-M MORRELL, TENN., INC.
	MILES MELDISCO K-M MOSS ST., CALIF., INC.
	MILES MELDISCO K-M MUSKEGON, MICH., INC.
	MILES MELDISCO K-M N. DIVISION, WASH., INC.
	MILES MELDISCO K-M NEW PORT RICHEY, FLA., INC.
	MILES MELDISCO K-M NOLENSVILLE, TENN., INC.
	MILES MELDISCO K-M NORTH GATE, INC.
	MILES MELDISCO K-M OCALA, FLA., INC.
	MILES MELDISCO K-M ODDIE BLVD., NEV., INC.
	MILES MELDISCO K-M OPDYKE RD., MICH., INC.
	MILES MELDISCO K-M ORANGE, CALIF., INC.
	MILES MELDISCO K-M OSHKOSH, WISC., INC.
	MILES MELDISCO K-M OVERLAND, KANSAS, INC.
	MILES MELDISCO K-M PARKLANE RD., S.C., INC.
	MILES MELDISCO K-M PARLEYS WAY UTAH INC
	MILES MELDISCO K-M PATRICIO, P. R., INC.
	MILES MELDISCO K-M PENDELTON PIKE, IND., INC.
	MILES MELDISCO K-M PLAZA FT. JACKSON, INC.
	MILES MELDISCO K-M PLUMMER ST., CALIF., INC.
	MILES MELDISCO K-M PLYMOUTH TWP., MICH., INC.
	MILES MELDISCO K-M POINT PLAZA, PA., INC.
	MILES MELDISCO K-M PORT HURON, MICH., INC.
	MILES MELDISCO K-M PUEBLO, COLO., INC.
	MILES MELDISCO K-M RANDOLPH TOWNSHIP, N.J., INC.
	MILES MELDISCO K-M RAPID CITY, S.D., INC.
	MILES MELDISCO K-M ROCHESTER, MINN., INC.
	MILES MELDISCO K-M ROME, GA., INC.
	MILES MELDISCO K-M ROSERY RD FLA INC
	MILES MELDISCO K-M ROSWELL RD., GA., INC.
	MILES MELDISCO K-M SACRAMENTO, CALIF., INC.
	MILES MELDISCO K-M SAHARA AVE., NEVADA, INC.
	MILES MELDISCO K-M SALEM, N. H., INC.
	MILES MELDISCO K-M SALT LAKE CITY UTAH INC.
	MILES MELDISCO K-M SAN DIEGO, CALIF., INC.
	MILES MELDISCO K-M SANDY BLVD., ORE., INC.
	MILES MELDISCO K-M SANTA MARIA, CALIF., INC.
	MILES MELDISCO K-M SAVANNAH DR., GA., INC.
	MILES MELDISCO K-M SCHENECTADY RD., N.Y., INC.
	MILES MELDISCO K-M SCHOENHERR, MICH., INC.
	MILES MELDISCO K-M SCOTIA, N.Y., INC.
	MILES MELDISCO K-M SCOTTSDALE, ARIZ., INC.
	MILES MELDISCO K-M SEMORAN BLVD., FLA., INC.
	MILES MELDISCO K-M SHADELAND IND INC
	MILES MELDISCO K-M SHERMAN WAY, CALIF., INC.
	MILES MELDISCO K-M SIOUX FALLS S.D., INC.
	MILES MELDISCO K-M SO MADISON AVE IND INC
	MILES MELDISCO K-M SOUTH BEND, IND., INC.
	MILES MELDISCO K-M SOUTH FORKS, N.D., INC.
	MILES MELDISCO K-M SPRAGUE AVE., WASH., INC.
	MILES MELDISCO K-M ST. CLAIR SHORES, INC.
	MILES MELDISCO K-M STATE KANSAS CITY, KAN., INC.
	MILES MELDISCO K-M STOCKTON, CAL., INC.
	MILES MELDISCO K-M STONE-ROSE, N.C., INC.
	MILES MELDISCO K-M STOW, OHIO, INC.
	MILES MELDISCO K-M TAMPA FLA INC
	MILES MELDISCO K-M TARENTUM RD., PA., INC.

Case No.	Debtor
	MILES MELDISCO K-M TAYLOR, MICH., INC.
	MILES MELDISCO K-M TAYLORSVILLE, KY., INC.
	MILES MELDISCO K-M TEAL IND INC
	MILES MELDISCO K-M TEXAS ST., CALIF., INC.
	MILES MELDISCO K-M THOUSAND OAKS, CALIF., INC.
	MILES MELDISCO K-M TILGHAM ST., PA., INC.
	MILES MELDISCO K-M TROY, MICH., INC.
	MILES MELDISCO K-M UNIVERSITY DR., N.D., INC.
	MILES MELDISCO K-M URBANDALE, IOWA, INC.
	MILES MELDISCO K-M VENTURA, CAL., INC.
	MILES MELDISCO K-M VERSAILLES, PA., INC.
	MILES MELDISCO K-M VIVIAN, MO., INC.
	MILES MELDISCO K-M VOLUSIA AVE., FLA., INC.
	MILES MELDISCO K-M W 1400 S UTAH INC.
	MILES MELDISCO K-M W. EVANS, ST., S.C., INC.
	MILES MELDISCO K-M WANAMAKER RD., KANSAS, INC.
	MILES MELDISCO K-M WAUKESHA, WISC., INC.
	MILES MELDISCO K-M WAWATOSA, WISC., INC.
	MILES MELDISCO K-M WEST RD., MICH., INC.
	MILES MELDISCO K-M WESTERN BLVD., N.C., INC.
	MILES MELDISCO K-M WESTERN OR. PK., N.Y., INC.
	MILES MELDISCO K-M WESTLAND, MICH., INC.
	MILES MELDISCO K-M WILSON RD., CALIF., INC.
	MILES MELDISCO K-M YAKIMA, WASH., INC.
	MILES MELDISCO K-M YOUNGSTOWN, INC.
	MILES MELDISCO K-M YPSILANTI, MICH., INC.
	MILES SHOES MELDISCO 601 WOODMAN DR., DAYTON, OHIO, INC.
	MILES SHOES MELDISCO COL. HILL S.C. CINN., OHIO, INC.
	MILES SHOES MELDISCO K-M 52ND ST. OMAHA, NEB., INC.
	MILES SHOES MELDISCO K-M MCRAE BLVD., EL PASO, TEXAS, INC.
	MILES SHOES MELDISCO K-M NIAGARA FALLS BLVD. AMHERST, N.Y., INC.
	MILES SHOES MELDISCO K-M SALEM AVE., DAYTON, OHIO, INC.
	MILES SHOES MELDISCO K-M DYER ST., EL PASO, TEXAS, INC.
	MONTGOMERY, IL., MELDISCO K-M, INC.
	MORTON, ILL., MELDISCO K-M, INC.
	MT. VERNON, ILL., MELDISCO K-M, INC.
	NAPERVILLE, ILL., MELDISCO K-M, INC.
	NEW LENOX, ILL., MELDISCO K-M, INC.
	NORRIDGE, IL., MELDISCO K-M, INC.
	OAK LAWN, IL., W. 95TH ST., MELDISCO K-M, INC.
	PALATINE, ILL., MELDISCO K-M, INC.
	PEKIN ILL., MELDISCO K-M, INC.
	PEORIA, IL., MELDISCO K-M, INC.
	PERU TWP., ILL., MELDISCO K-M, INC.
	PONTIAC, ILL., MELDISCO K-M, INC.
	PROSPECT AVE., ILL., MELDISCO K-M, INC.
	PULASKI, ILL., MELDISCO K-M, INC.
	QUINCY, ILL., MELDISCO K-M, INC.
	ROCK ISLAND, ILL., MELDISCO K-M, INC.
	ROCKFORD, ILL., MELDISCO K-M, INC.
	ROUND LAKE, ILL., MELDISCO K-M, INC.
	S. CICERO AVE, ILL., MELDISCO K-M, INC.
	SANDY HOLLOW RD., ILL., MELDISCO K-M, INC.
	SHERIDAN RD., ILL., MELDISCO K-M, INC.
	SOUTH GARY AVE., ILL., MELDISCO K-M, INC.
	SPRINGFIELD, ILL., MELDISCO K-M, INC.
	STEGER, ILL., MELDISCO K-M, INC.
	STERLING, ILL., MELDISCO K-M, INC.
	STREATOR, IL., MELDISCO K-M, INC.
	VERMILION ST., ILL., MELDISCO K-M, INC.
	VILLA PARK, ILL., MELDISCO K-M, INC.
	WASHINGTON, ILL., MELDISCO K-M, INC.
	WEST FRANKFORT, ILL., MELDISCO K-M, INC.
	WOODSTOCK, ILL., MELDISCO K-M, INC.
	1162 Valla Linda Mall Footaction, Inc.
	164 North Star Mall Footaction, Inc.
	305 Northline Mall Footaction, Inc.
	34TH STREET FOOTACTION, INC.
	63rd & Western Footaction, Inc.
	83 Central Mall Footaction, Inc.
	87TH AND COTTAGE GROVE FOOTACTION, INC.
	Ala Moana Footaction, Inc.

Case No.	Debtor
	Albany Mall Footaction, Inc.
	Albuquerque Footaction, Inc.
	Alexandria Mall Footaction, Inc.
	Almeda Footaction, Inc.
	Anderson Footaction, Inc.
	Animas Mall Footaction, Inc.
	Annapolis Mall Footaction, Inc.
	Apache-Minnesota Thom McAn, Inc.
	ARLINGTON UPRISE, INC.
	Arsenal Footaction, Inc.
	Augusta Mall Footaction, Inc.
	Aurora Footaction, Inc.
	Avenida Norte Footaction, Inc.
	Aventura Fan Club, Inc.
	Bakersfield Footaction, Inc.
	Baldwin Hills Footaction, Inc.
	Bannister Mall Footaction, Inc.
	Basset Center Footaction, Inc.
	Baton Rouge Footaction, Inc.
	Bay Plaza Footaction, Inc.
	Beaver Mall Footaction, Inc.
	Bel Air Mall Footaction, Inc.
	Bel-Air Center Footaction, Inc.
	Belden Footaction, Inc.
	Bergen Footaction, Inc.
	BERKLEY MALL FOOTACTION, INC.
	Biltmore Square Footaction, Inc.
	Birchwood Mall Footaction, Inc.
	Bonita Fan Club, Inc.
	Bonita Lakes Footaction, Inc.
	Bossier Mall Footaction, Inc.
	Boulevard Mall Fan Club, Inc.
	Boulevard Mall Footaction, Inc.
	Boynton Beach Footaction, Inc.
	Bradley Square Footaction, Inc.
	Braintree Footaction, Inc.
	Brazos Mall Footaction, Inc.
	Broad Street Footaction, Inc.
	Broadway Footaction, Inc.
	Broward Mall Footaction, Inc.
	Brunswick Square Footaction, Inc.
	Burlington Center (N.J.) Footaction, Inc.
	Cambridge Galleria Fan Club, Inc.
	Camp Wisdom Footaction, Inc.
	Canal and Bourbon St. Footaction, Inc.
	Canterbury Square Footaction, Inc.
	CAPITAL CENTRE FOOTACTION, INC.
	Capital Footaction, Inc.
	Carlsbad Fan Club, Inc.
	Carolina East Footaction, Inc.
	Carolina Footaction, Inc.
	Carousal Center Footaction, Inc.
	Carson Mall Fan Club, Inc.
	CARY FOOTACTION, INC.
	CDIRECT, INC.
	Central City Mall Fan Club, Inc.
	CENTURY FOOTACTION, INC.
	Charleston Footaction, Inc.
	Charlottesville Fashion Sq. Footaction, Inc.
	Chatham Ridge Footaction, Inc.
	Cheltenham Square Footaction, Inc.
	Cherry Hill Footaction, Inc.
	Chicago Ridge Footaction
	Christiana Footaction, Inc.
	Chula Vista Fan Club, Inc.
	Cielo Vista Mall Footaction, Inc.
	Citadel Mall Footaction, Inc.
	CITY PLACE LONG BEACH FOOTACTION, INC.
	CITY PLACE SILVER SPRINGS FOOTACTION, INC.
	Cloverleaf Footaction, Inc.
	Coddington Footaction, Inc.
	Coliseum-Hampton Footaction, Inc.

Case No.	Debtor
	Collin Creek Footaction, Inc.
	Colonial Heights Footaction, Inc.
	Colonial Park Footaction, Inc.
	Columbia Center Footaction, Inc.
	COLUMBIA FOOTACTION, INC.
	Columbia Mall Footaction, Inc.
	Columbus Mall Footaction, Inc.
	CONSUMER DIRECT WAUSAU, INC.
	Coral Square Footaction, Inc.
	Cordova Mall Footaction, Inc.
	Coronado Center Footaction, Inc.
	Cortana Footaction, Inc.
	Coventry Mall Fan Club, Inc.
	Covina (Cal.) Footaction, Inc.
	CRABTREE VALLEY FOOTACTION, INC.
	Cross County (N.Y.) Fan Club, Inc.
	CROSS CREEK MALL FOOTACTION, INC.
	Crossgates Fan Club, Inc.
	CROSSROADS CENTER FOOTACTION, INC.
	Crossroads FootAction, Inc.
	CT Post Fan Club, Inc.
	Cumberland Footaction, Inc.
	Cumberland Mall Footaction, Inc.
	Cutler Ridge Mall Footaction, Inc.
	Dallas Galleria Footaction, Inc.
	Dartmouth Fan Club, Inc.
	Dedham Mall Fan Club, Inc.
	Deerbrook Mall Footaction, Inc.
	Del Amo Fan Club, Inc.
	Denton Footaction, Inc.
	DEPTFORD FOOTACTION, INC.
	Deptford Open Country, Inc.
	Desoto Square Mall Footaction, Inc.
	Dolphin Mall Footaction, Inc.
	Dover Mall Footaction, Inc.
	Eagle Ridge Footaction, Inc.
	Eagle Rock Plaza Footaction, Inc.
	East Towne Mall Footaction, Inc.
	EASTERN BOULEVARD FOOTACTION, INC.
	Eastfield Open Country, Inc.
	Eastgate Footaction, Inc.
	EASTLAND MALL FOOTACTION, INC.
	Eastland-Columbus Footaction, Inc.
	Eastpoint Mall Footaction, Inc.
	Eastridge Fan Club, Inc.
	Eastridge Mall Footaction, Inc.
	Eatontown Open Country, Inc.
	Edison Mall Footaction, Inc.
	Elizabeth Footaction, Inc.
	Emerald Square Footaction, Inc.
	FA HQ, Inc.
	Fair Oaks Footaction, Inc.
	Fairfield Commons Fan Club, Inc.
	Fairgrounds Sq. Footaction, Inc.
	Fairlane Footaction, Inc.
	FAIRLANE MEADOWS FOOTACTION, INC.
	Fiesta Footaction, Inc.
	First Colony Footaction, Inc.
	Florida Mall Footaction, Inc.
	Florin Center Footaction, Inc.
	Footaction Gulfgate Mall, Inc.
	Ford City Footaction, Inc.
	Forest Hills Footaction, Inc.
	Forest Village Park Footaction, Inc.
	Fort Steuben Mall Footaction, Inc.
	FOUR SEASONS FOOTACTION, INC.
	Fox Hills (Cal.) Fan Club, Inc.
	Fox Valley Footaction, Inc.
	Freedom Mall Footaction, Inc.
	Fresno Fan Club, Inc.
	Gadsden Mall Footaction, Inc.
	Galleria at Sunset Footaction, Inc.

Case No.	Debtor
	Gentilly Woods Footaction, Inc.
	Georgia Square Footaction, Inc.
	GETTY SQUARE FOOTACTION, INC.
	Glendale Center Footaction, Inc.
	Golden East Crossing Footaction, Inc.
	Governor's Square Footaction, Inc.
	Grand Avenue Footaction, Inc.
	Grand Boulevard Footaction, Inc.
	Grand Rapids Footaction, Inc.
	Granger Footaction, Inc.
	Granite Run Fan Club, Inc.
	Great Mall Footaction, Inc.
	Great Northern Open Country, Inc.
	Great Northwest Footaction, Inc.
	Greece Town Mall Fan Club, Inc.
	Green Acres Open Country, Inc.
	Greenbriar Mall Footaction, Inc.
	Greenbrier Mall Footaction, Inc.
	Greenmount Footaction, Inc.
	Greenspoint Footaction, Inc.
	Gulf View Square Footaction Inc.
	Gurnee Mills Fan Club, Inc.
	Hallwood Footaction, Inc.
	Hamilton Fan Club, Inc.
	Hamilton Place Footaction, Inc.
	Hamtramck Footaction, Inc.
	Hanes Mall Footaction, Inc.
	Hanford Fan Club, Inc.
	Harlem-Irving Footaction, Inc.
	Harper Woods FootAction, Inc.
	Harrisburg East Footaction, Inc.
	Hattisburg Footaction, Inc.
	Haywood Footaction, Inc.
	Hickory Hollow Mall Footaction, Inc.
	Hickory Point Footaction, Inc.
	Hickory Ridge Mall Footaction, Inc.
	Highland Mall Footaction, Inc.
	Highland Park Footaction, Inc.
	Hilltop Footaction, Inc.
	Homiguero Footaction, Inc.
	Hudson Mall Footaction, Inc.
	Hulen Footaction, Inc.
	Independence Center Footaction, Inc.
	INDEPENDENCE MALL FOOTACTION, INC.
	Ingleside Open Country, Inc.
	Ingram Park Footaction, Inc.
	Irving Footaction, Inc.
	Iverson Mall Footaction, Inc.
	Jacksonville Mall Footaction, Inc.
	Jefferson Footaction, Inc.
	Jefferson Village Footaction, Inc.
	JESSAMINE FOOTACTION, INC.
	Kenner Footaction, Inc.
	Kenwood Footaction, Inc.
	Killeen Mall Footaction, Inc.
	Kings Plaza Fan Club, Inc.
	La Plaza Mall Footaction, Inc.
	Ladera Center Footaction, Inc.
	LAFAYETTE FOOTACTION, INC.
	Lakeforest Fan Club, Inc.
	Lakeland Square Footaction, Inc.
	Lakewood Fan Club, Inc.
	Las Americas Footaction, Inc.
	Laurel Centre Footaction, Inc.
	Lawndale Plaza Footaction, Inc.
	Lee Harvard Footaction, Inc.
	Leominster Fan Club, Inc.
	Lincoln Park Footaction, Inc.
	Lloyd Center Fan Club, Inc.
	Longview Footaction, Inc.
	Lufkin Mall Footaction
	Lynnwood Footaction, Inc.

Case No.	Debtor
	Macomb Mall Footaction, Inc.
	Macon Mall Footaction, Inc.
	Madison Square Mall Footaction, Inc.
	Magnolia Mall Footaction, Inc.
	Mainland Mall Footaction, Inc.
	Mall @ Barnes Crossing Footaction, Inc.
	Mall at 163rd St. Footaction, Inc.
	Mall De Aguilas Footaction, Inc.
	Mall Del Norte Footaction, Inc.
	Mall of Abilene Footaction, Inc.
	Mall of America Fan Club, Inc.
	Mall of America Fan Club, Inc.
	Mall of America Footaction, Inc.
	Mall of Americas Footaction, Inc.
	Mall St. Vincent Footaction, Inc.
	Manassas Footaction
	MARKET CENTER FOOTACTION, INC.
	Marketplace at Hollywood Footaction, Inc.
	Marquette Mall Footaction, Inc.
	Mccreeless Mall Footaction, Inc.
	Md., Wheaton Footaction, Inc.
	Media City Fan Club, Inc.
	Melbourne Square Fan Club, Inc.
	MEMORIAL CITY UPRISE, INC.
	Menlo Park Fan Club, Inc.
	Menlo Park Thom McAn, Inc.
	Merced Mall Footaction, Inc.
	Merritt Island Footaction, Inc.
	Mesilla Valley Mall Footaction, Inc.
	Metro North Footaction, Inc.
	Metrocenter Mall Footaction, Inc.
	Miami Flagler Footaction, Inc.
	Miami International Fan Club, Inc.
	Midland Park Footaction, Inc.
	Midway Mall Footaction, Inc.
	Military Circle Footaction, Inc.
	Mondawmin Footaction, Inc.
	Montclair Fan Club, Inc.
	Montebello Fan Club, Inc.
	Montgomery Mall Footaction, Inc.
	Mt. Berry Square Footaction, Inc.
	N. County Fair (CA) Footaction, Inc.
	Natick Mall Footaction, Inc.
	Newburgh Mall Footaction, Inc.
	Newport Center Fan Club, Inc.
	Newport City Thom McAn, Inc.
	North East Footaction, Inc.
	North Milwaukee Avenue Footaction, Inc.
	North Riverside Fan Club, Inc.
	North Shore Footaction, Inc.
	Northgate - Durham Footaction, Inc.
	Northgate - Seattle Open Country, Inc.
	Northgate Footaction, Inc.
	Northgate Footaction, Inc.
	Northland Center Footaction, Inc.
	Northwest Footaction, Inc.
	Northwest Mall Footaction, Inc.
	Northwoods Mall Footaction, Inc.
	OAK HOLLOW FOOTACTION, INC.
	Oak Park Footaction, Inc.
	Oakwood Footaction, Inc.
	Ocala Footaction, Inc.
	Ocean County Mall Footaction, Inc.
	Oglethorpe Footaction, Inc.
	Old Hickory Mall Footaction, Inc.
	Orange Park (FLA.) Footaction, Inc.
	Oxford Valley Mall Footaction, Inc.
	Oxmoor Center Footaction, Inc.
	Padre Footaction, Inc.
	Palm Beach Footaction, Inc.
	Park City Footaction, Inc.
	PARKCHESTER FOOTACTION, INC.

Case No.	Debtor
	Parkdale Mall Footaction, Inc.
	Parmatown Fan Club, Inc.
	Pasadena Towne Square Footaction, Inc.
	Paterson Main Footaction, Inc.
	Peabody Open Country, Inc.
	Pearlridge Footaction, Inc.
	Pecanland Mall Footaction, Inc.
	Pembroke Lakes Footaction, Inc.
	Permian Mall Footaction, Inc.
	PHILADELPHIA FOOTACTION, INC.
	Pico Rivera Footaction, Inc.
	Pine Bluff Footaction, Inc.
	Plaza del Caribe Footaction, Inc.
	Post Oak Mall Footaction, Inc.
	Prien Lake Footaction, Inc.
	Prince George's Footaction, Inc.
	Providence County Fan Club, Inc.
	Puente Hills Footaction, Inc.
	Quaker Bridge Open Country, Inc.
	Raceway Fan Club, Inc.
	Raleigh Springs Footaction, Inc.
	Randall Park Footaction, Inc.
	Redondo Beach Footaction, Inc.
	Regency Square Footaction, Inc.
	Regency Square Footaction, Inc.
	Richland Mall Footaction, Inc.
	Ridgedale Fan Club, Inc.
	Rio Piedras Footaction, Inc.
	Rio-West Mall Footaction, Inc.
	River Center Footaction, Inc.
	River Falls Footaction, Inc.
	River Ridge Mall Footaction, Inc.
	Riverchase Footaction, Inc.
	Rivergate Mall Footaction, Inc.
	Rock Hill Mall Footaction, Inc.
	Rockaway Open Country, Inc.
	Rolling Acres Open Country, Inc.
	Roosevelt Field Open Country, Inc.
	Roosevelt Mall (PA) Footaction, Inc.
	Ross Park Mall Footaction, Inc.
	Salmon Run Fan Club, Inc.
	San Angelo Footaction, Inc.
	San Cados Footaction, Inc.
	San Jacinto Footaction, Inc.
	San Leandro Footaction, Inc.
	Santa Anita Fan Club, Inc.
	Santurce Footaction, Inc.
	Sawgrass Fan Club, Inc.
	Security Square Mall Footaction, Inc.
	Seminary South Footaction, Inc.
	Serramonte Footaction, Inc.
	Shannon Footaction, Inc.
	Sharpstown Center Footaction, Inc.
	Signal Hill Mall Footaction, Inc.
	Sikes Center Footaction, Inc.
	So. Orange Ave. Open Country, Inc.
	Solano Footaction, Inc.
	Solomon Pond Footaction, Inc.
	South Plains Footaction, Inc.
	South Shore Footaction, Inc.
	SOUTH SQUARE MALL FOOTACTION, INC.
	Southern Park Footaction, Inc.
	Southlake Mall Footaction, Inc.
	Southland Mall Footaction, Inc.
	Southland Mall Footaction, Inc.
	Southland Terrace Footaction, Inc.
	Southland-Hayward Footaction, Inc.
	Southpark Footaction, Inc.
	Southridge Footaction, Inc.
	Southwest Center Footaction, Inc.
	Southwyck Fan Club, Inc.
	Spring Hill Footaction, Inc.

Case No.	Debtor
	Springfield Mall Footaction, Inc.
	Square One Footaction, Inc.
	St. Clair FootAction, Inc.
	St. Louis Center Footaction, Inc.
	Staten Island Fan Club, Inc.
	Steamtown Footaction, Inc.
	Stony Brook Footaction, Inc.
	Studio Village Footaction, Inc.
	Summit Place Fan Club, Inc.
	Sunbury Footaction, Inc.
	Sunland Park Footaction, Inc.
	Sunrise Footaction, Inc.
	Swansea Fan Club, Inc.
	Tacoma Mall Footaction, Inc.
	Tanglewood Mall R#14 Footaction, Inc.
	Taylor Township Footaction, Inc.
	Temple Footaction, Inc.
	The Landings Footaction, Inc.
	The Meadows Fan Club, Inc.
	The Parks Footaction, Inc.
	The Plaza Footaction, Inc.
	The Village Footaction, Inc.
	Topanga Footaction, Inc.
	Tower Center Footaction, Inc.
	Town East Footaction, Inc.
	Treasure Coast Mall Footaction, Inc.
	Tri-County Footaction, Inc.
	Troy Footaction, Inc.
	Trumbull Park Fan Club, Inc.
	Tucson Mall Footaction, Inc.
	Tukwila Open Country, Inc.
	Tulsa Promenade Footaction, Inc.
	TWIN RIVERS MALL FOOTACTION, INC.
	Tyler Mall Fan Club, Inc.
	Tyrone Square Footaction, Inc.
	University Footaction, Inc.
	Upper Darby Footaction, Inc.
	Valle Vista Footaction, Inc.
	Valley Hills Footaction, Inc.
	Valley View Shopping Ctr. Footaction, Inc.
	Village Mall Footaction, Inc.
	Vintage Faire Footaction, Inc.
	Virginia Center Commons Footaction, Inc.
	Vista Ridge Mall Footaction, Inc.
	W. Mifflin Footaction, Inc.
	Warner Robins Galleria Footaction, Inc.
	Washington Footaction, Inc.
	Washington Square Footaction, Inc.
	Washington Street Fan Club, Inc.
	WEST END MALL FOOTACTION, INC.
	West Oaks Footaction, Inc.
	West Oaks Footaction, Inc.
	West Ridge Footaction, Inc.
	West Towne Footaction, Inc.
	Western Hills Footaction, Inc.
	Westfarms Open Country, Inc.
	Westgate Fan Club, Inc.
	Westgate Footaction, Inc.
	Westgate Mall Footaction, Inc.
	Westland-Haileah Fan Club, Inc.
	White Marsh Open Country, Inc.
	White Plains Galleria Footaction, Inc.
	Willowbrook Mall Footaction, Inc.
	Wiregrass Commons Footaction, Inc.
	Woodland Hills Footaction, Inc.
	WOODLANDS UPRISE, INC.
	Wrigley Marketplace Footaction, Inc.
	Albuquerque Feet, Inc.
	Alameda Feet, Inc.
	Alpharetta Feet, Inc.
	Altamonte Springs Feet, Inc.
	Antioch Feet, Inc.

Case No.	Debtor
	Arlington Feet, Inc.
	Augusta Feet, Inc.
	Austell Feet, Inc.
	Austin Feet, Inc.
	Aventura Feet, Inc.
	Bannister Feet, Inc.
	Brownsville Feet, Inc.
	Chattanooga Feet, Inc.
	Colonial Feet, Inc.
	Cortana Feet, Inc.
	Covington Feet, Inc.
	Cutler Avenue Feet, Inc.
	Dallas Feet, Inc.
	Daytona Beach Feet, Inc.
	Desert Ridge Feet, Inc.
	Duluth Feet, Inc.
	East 41st Street Feet, Inc.
	East Towne Mall Feet, Inc.
	El Paso Feet, Inc.
	Fayetteville Feet, Inc.
	Feet HQ, Inc.
	Florida Mall Feet, Inc.
	Ft. Lauderdale Feet, Inc.
	Ft. Myers Feet, Inc.
	Gainesville Feet, Inc.
	Galleria Feet, Inc.
	Galleria Pavilion Feet, Inc.
	Germantown Pkwy. Feet, Inc.
	Hialeah Feet, Inc.
	Hollywood Feet, Inc.
	Houston Feet, Inc.
	Huntsville Feet, Inc.
	Hurst Feet, Inc.
	Independence Feet, Inc.
	Jackson Feet, Inc.
	Kennesaw Feet, Inc.
	Knoxville Feet, Inc.
	La Mesa Feet, Inc.
	Lafayette Feet, Inc.
	Laredo Feet, Inc.
	Lewisville Feet, Inc.
	Little Rock Feet, Inc.
	Market Plaza Feet, Inc.
	McAllen Feet, Inc.
	Memphis Feet, Inc.
	Mesquite Feet, Inc.
	Miami Feet, Inc.
	Montgomery Feet, Inc.
	Morrow Feet, Inc.
	New Orleans Feet, Inc.
	Norman Feet, Inc.
	Oklahoma City Feet, Inc.
	Overland Park Feet, Inc.
	Pembroke Feet, Inc.
	Plano Feet, Inc.
	Princeton Feet, Inc.
	Quebec Square Feet, Inc.
	River Ridge Feet, Inc.
	Riverchase Feet, Inc.
	San Antonio Feet, Inc.
	San Diego Feet, Inc.
	San Pedro Avenue Feet, Inc.
	SAN YSIDRO FEET, INC.
	Sanford Feet, Inc.
	Savannah Feet, Inc.
	Shreveport Feet, Inc.
	Southwest Freeway Feet, Inc.
	Springfield Feet, Inc.
	Stonecrest Feet, Inc.
	Sunrise Feet, Inc.
	Tempe Feet, Inc.
	The Forum at Olympia Parkway Feet, Inc.

Case No.	Debtor
	Tulsa Feet, Inc.
	Vista Feet, Inc.
	West Palm Feet, Inc.
	Westheimer Feet, Inc.
	Whitehall Feet, Inc.
	AP LLC
	CD SERVICES LLC
	FA SALES LLC
	Footstar HQ, LLC